

**IN THE UNITED STATES DISTRICT COURT  
FOR THE EASTERN DISTRICT OF PENNSYLVANIA**

---

THOMAS ABELL  
2063 W. Rousseau Drive  
Coeur D'Alene, ID 83815

KATHARINE ADAMS-LOVE  
5327 Siesta Cove Drive  
Sarasota, FL 34242

JOHN P. AELLEN, III  
180 Wroxeter Road  
Arnold, MD 21012

CLYDE WILLARD ALLEN  
1317B German Driveway  
P.O. Box 709  
Hanover, MD 21076

JOSEPH ALLEY  
2386 Poors Ford Road  
Rutherfordton, NC 28139

THOMAS PAUL ALLISON  
682 Maricopa Dr.  
Canyon Lake, TX 78133

RICHARD G. ALTIERI  
82 Doreen Drive  
Fairfield, CT 06824

ANDREW ALAN ANDERSON  
5880 Barrett Road  
Colorado Springs, CO 80926

CARL ANGELL  
3909 Canby Ct.  
Bellingham, WA 98229

EUGENIA ANNINO STEGER, as personal  
representative of the Estate of Robert S.  
Annino

23 Mum Grace  
Beaufort, SC 29906

DANIEL ANULARE  
907 Ball Drive

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Civil Action No. 15-1049

**SECOND AMENDED COMPLAINT**

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|                            |   |
|----------------------------|---|
| Nokomis, FL 34275          | : |
| LINDA A. ANULARE           | : |
| 907 Ball Drive             | : |
| Nokomis, FL 34275          | : |
| BRUCE WILLIAM ASHLEY       | : |
| 65 Cornell Drive           | : |
| Woodland Park, CO 80863    | : |
| RICHARD AURAND             | : |
| 559 Howland Wilson NE      | : |
| Warren, OH 44484           | : |
| MAXINE BACHICHA            | : |
| 980 Robbie View #2014      | : |
| Colorado Springs, CO 80921 | : |
| HAROLD BAKER               | : |
| 116 Amherst Lane           | : |
| Sebastian, FL 32958        | : |
| ROBERT G. BARZELAY         | : |
| 3508 Hollow Oak Place      | : |
| Brandon, FL 33511          | : |
| GARY L. BAUMGARDNER        | : |
| 1632 Bexhill Drive         | : |
| Knoxville, TN 37922        | : |
| JAMES A. BEARD             | : |
| 1635 Manning Way           | : |
| Colorado Springs, CO 80919 | : |
| DEBORAH BECKER             | : |
| 8003 E. Heaven Hill Lane   | : |
| Mooreville, IN 46158       | : |
| RICHARD C. BENNETT         | : |
| 2020 80th Ave E            | : |
| Parrish, FL 34219          | : |
| COLIN BENT                 | : |
| 1209 E. Yakima Street      | : |
| Broken Arrow, OK 74012     | : |
| VERNON BENTLEY             | : |

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2409 W. Driftwood Drive :  
 Claremore, OK 74017 :

HAROLD D. BERNSTEIN :  
 3875 Legacy Drive :  
 Mason, OH 45040 :

HAROLD D. BERNSTEIN, as personal :  
 representative of the Estate of Sandi :  
 Bernstein :  
 3875 Legacy Drive :  
 Mason, OH 45040 :

MONTELL BERRY :  
 1115 Village Court :  
 Palm Springs, CA 92262 :

WALLACE BERRY :  
 3055 W. 30th Court :  
 PO Box 15637 :  
 Panama City, FL 32406-5637 :

LINDA BEUCHER :  
 PO Box 129 :  
 Howey in the Hills, FL 34737 :

STANLEY R. BINDER :  
 920 Birchwood Court :  
 Newport News, VA 23608 :

ANDREW BLANCHETTE :  
 217 Karen Drive :  
 Orange, CT 06477 :

CRAIG A. BOCK :  
 54178 Sherwood Lane :  
 Shelby Township, MI 48315 :

GARY L. BOCK :  
 1005 Wood Haven Ln. SW :  
 Vero Beach, FL 32962 :

DAVID P. BOHAN :  
 11399 Spyglass Hill Circle :  
 Anchorage, AK 95515 :

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ROLAND BOISIS

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|                              |   |
|------------------------------|---|
| 250 S.E. 7th Street          | : |
| Dania Beach, FL 33004        | : |
| JANICE BOND                  | : |
| 9115 Clearhill Rd            | : |
| Boynton Beach, FL 33473      | : |
| DWIGHT CHARLES BONDY         | : |
| 161 N. 222nd Drive           | : |
| Buckeye, AZ 85326            | : |
| ROBERT F. BORTELL, JR.       | : |
| 6676 Easton Drive            | : |
| Sarasota, FL 34238           | : |
| DANIEL BOSSIO                | : |
| 2367 West Gate Dr.           | : |
| Pittsburgh, PA 15237         | : |
| JAMES L. BRACHFELD           | : |
| 11669 SW Apple Blossom Trail | : |
| Port St. Lucie, FL 34987     | : |
| ROBERTA L. BRACHFELD         | : |
| 11669 SW Apple Blossom Trail | : |
| Port St. Lucie, FL 34987     | : |
| EUGENE BRANDON               | : |
| 4010 River Falls             | : |
| San Antonio, TX 78259        | : |
| MICHAEL J. BRANTMEIER        | : |
| 1114 Whiting Court           | : |
| Neenah, WI 54956             | : |
| JAY BROKER                   | : |
| 17 Presidio Road             | : |
| Montgomery, TX 77356         | : |
| NEAL SWANK BROOKS            | : |
| 83 Wood Lily Place           | : |
| Spring, TX 77382             | : |
| FAYE D. BROWN                | : |
| 4614 Alabama Hwy 227         | : |
| Crossville , AL 35962        | : |

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RICHARD A. BROWN :  
 1471 Carnaby Court :  
 Dunwoody, GA 30338 :

LESTER BROWN, SR. :  
 8219 47th Street Circle E :  
 Palmetto, FL 34221 :

WILLIAM L. BROWN, JR. :  
 19 Stefano Way Drive :  
 Missouri City, TX 77459 :

RICHARD A. BROWNSON :  
 1511 Walnut Street :  
 Grand Forks, ND 58201 :

CHARLES R. BURNS III :  
 950 McDonald Lakes Road :  
 Springville, AL 35146 :

THOMAS C. BUSHEY :  
 100 Mark Lane :  
 Unit L-2 :  
 Waterbury, CT 06704-2459 :

DAVE BUSSELL :  
 8409 Granite Street :  
 Wheelersburg, OH 45694 :

GARY CALLAWAY :  
 801 De La Bosque :  
 Longwood, FL 32779 :

GEORGIANA CALLAWAY :  
 801 De La Bosque :  
 Longwood, FL 32779 :

ALBERT J. CANNIZZARO :  
 225 West Talcott Road :  
 Park Ridge, IL 60068-5531 :

LAWRENCE J. CAPOUCH :  
 1173 143rd Ave NE :  
 Hatton, ND 58240 :

RICHARD CARTER :  
 29324 N.E. 16th Place

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|                            |   |
|----------------------------|---|
| Carnation, WA 98014        | : |
| VICTOR M. CATARISANO       | : |
| 7711 Black Willow          | : |
| Liverpool, NY 13090        | : |
|                            | : |
| PORTIA M. CHAMBLISS        | : |
| 8 Ewell Court              | : |
| Hampton, VA 23669          | : |
|                            | : |
| MARK CHASE                 | : |
| 20 Louisiana Drive         | : |
| Palm Coast, FL 32137       | : |
|                            | : |
| AMY CHERRNAY               | : |
| 2806 Lake Brook Court      | : |
| Highland Village, TX 75077 | : |
|                            | : |
| JIMMY C. CHIN              | : |
| 16 Kendrick Lane           | : |
| Dix Hills, NY 11746        | : |
|                            | : |
| DON C. CHRISTENSEN         | : |
| 5600 Mt. Solo Road, #133   | : |
| Longview, WA 98632         | : |
|                            | : |
| JAMES CIRILLO              | : |
| 4481 Eleuthera Court       | : |
| Sarasota, FL 34233         | : |
|                            | : |
| BRUCE W. CLOTFELTER        | : |
| P.O. Box 5038              | : |
| Athens, GA 30604           | : |
|                            | : |
| IRA CLOUD                  | : |
| 3527-4 Trail Ridge Road    | : |
| Middleburg, FL 32068       | : |
|                            | : |
| MILTON COBB                | : |
| P.O. Box 1082              | : |
| Moxee, WA 98936            | : |
|                            | : |
| MARK C. COLLIER            | : |
| 2111 Desert Woods Dr.      | : |
| Henderson, NV 89012        | : |

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WANDA COLLINS-SMITH :  
 26282 Buckthorn Road :  
 Oakwood, OH 44146 :

JOSEPH P. CONBOY :  
 P.O. Box 449 :  
 Shoreham, NY 11786 :

RICHARD F. COOK :  
 2537 Kinnard Avenue :  
 Henderson, NV 89074 :

JANET COOLEY :  
 14000 McKinley Road :  
 Chelsea, MI 48118 :

JAMES CORNETT :  
 13505 Will Rogers Lane :  
 Austin, TX 78727 :

CHARLES E. CORRY :  
 7706 Hayfield Road :  
 Alexandria, VA 22315-4052 :

BRUCE R. CRALLEY :  
 3825 N Ramsey Rd, Apt. 1901 :  
 Coeur d Alene, ID 83815 :

JACK J. CRAPARO, JR. :  
 17016 Paula Lane :  
 Lutz, FL 33558 :

JAY CRYSTAL :  
 18227 Brighton Green :  
 Dallas, TX 75252 :

JAY CRYSTAL, as personal representative :  
 of the Estate of Diane Crystal :  
 18227 Brighton Green :  
 Dallas, TX 75252 :

LONNIE MICHAEL CURTIS :  
 3537 Fieldcrest Drive :  
 Bowling Green, KY 42104 :

BRENT L. DANNER :  
 2810 Ramona Road

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|   |   |
|---|---|
| Reno, NV 89521                            | : |
| JOHN DARWISH                              | : |
| 3044 Coral Park Drive                     | : |
| Cincinnati, OH 45211                      | : |
| HAROLD E. DASKAM                          | : |
| 14319 106th Ave Ct E                      | : |
| Puyallup, WA 98374                        | : |
| JOHN DAVENPORT                            | : |
| 1930 E Edison                             | : |
| South Bend, IN 46617                      | : |
| LESLIE K. DAVIDSON                        | : |
| 114 Royal Palm Blvd                       | : |
| Panama City Beach, FL 32408               | : |
| ZACHARIAH M. DAVIDSON III                 | : |
| P.O. Box 369                              | : |
| Hiram, GA 30141                           | : |
| MICHAEL L. DAVIS                          | : |
| 109 Jacaranda Ct                          | : |
| Royal Palm Beach, FL 33411                | : |
| MARGARET DEAN, personal                   | : |
| representative of the Estate of Robert T. | : |
| Dean                                      | : |
| 6044 Andros Way                           | : |
| Naples, FL 34119-7515                     | : |
| STEPHEN W. DELLAPINA                      | : |
| 287 Flamingo Point South                  | : |
| Jupiter, FL 33458                         | : |
| ERNEST JACK DEMONTE                       | : |
| 237 Melrose Drive                         | : |
| New Stanton, PA 15672                     | : |
| JAMES DEPIZZO                             | : |
| 270 N. Bayshore Drive                     | : |
| Columbiana, OH 44408                      | : |
| JOHN ANTHONY DEVITO                       | : |
| 1719 Pineland Court                       | : |
| Orange City, FL 32763                     | : |

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GAIL DICKMAN  
778 Elizabeth Drive  
Florence, KY 41042

MARK L. DIVINCENZO  
3154 Deerfield Court  
Murrysville, PA 15668

MICHAEL DOHENY  
845 Victoria Lane  
Elk Grove Village, IL 60007

JEFFREY M. DOMBECK  
10559 Whitewind Cir.  
Boynton Beach, FL 33473

TERRANCE DONOGHUE  
1619 Battery Circle  
Hebron, KY 41048

VALERY DORSHIMER  
13645 Deering Bay Dr. Ph 163  
Coral Gables, FL 33158

JOYCE DOUGLAS  
10521 S Hale Ave Apt 1C  
Chicago, IL 60643

RUFUS C. DOWELL  
2309 River Road  
Jacksonville, FL 32207

SUSAN DRAPEAU  
P.O. Box 716  
Peru, NY 12972

RICHARD DROE  
3154 Coleridge Road  
Cleveland Heights, OH 44118

GEORGE F. DRUMMOND  
156 Indian Circle  
Williamsburg, VA 23185

WALTER J. DUBIEL  
353 Main Street

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|                             |   |
|-----------------------------|---|
| Farmington, CT 06032        | : |
| THOMAS R. DURAN             | : |
| 15255 W. Auburn Avenue      | : |
| Lakewood, CO 80228          | : |
| DENNIS R. DYKE              | : |
| 38458 Renwood Avenue        | : |
| Avon, OH 44011              | : |
| LARRY R. DYKSTRA            | : |
| 8500 Golden Valley Drive    | : |
| Maple Falls, WA 98266       | : |
| RICHARD MORRISON EARL, JR.  | : |
| 405 S. Cedar Bluff Road     | : |
| Knoxville, TN 37922         | : |
| RONALD F. EATON             | : |
| 4435 Black Diamond Drive    | : |
| Sparks, NV 89436            | : |
| MICHAEL ECONOMOS            | : |
| 2046 Otter Way              | : |
| Palm Harbor, FL 34685       | : |
| RONALD R. EDWARDS           | : |
| 6810 Japura Court NE        | : |
| Rio Rancho, NM 87144-6239   | : |
| RICHARD EIRICH              | : |
| 1919 4th St.                | : |
| Kirkland, WA 98033          | : |
| ROSLYN EISENSTARK           | : |
| 9660 Isles Cay Drive        | : |
| Delray Beach, FL 33437-5560 | : |
| BRUCE ENGERT                | : |
| 58 Roads End Rd.            | : |
| Boothbay Harbor, ME 04538   | : |
| JANE ESCHRICH-WALSH         | : |
| 16105 Dunblaine             | : |
| Beverly Hills, MI 48025     | : |
| WILLIAM F. ESTES            | : |

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8035 53rd Ave. West, Unit B :  
Mukilteo, WA 98275 :

STEVEN EVANS :  
319 Mackenzie Dr. :  
West Chester, PA 19380 :

SANDY K. FABRICATORE :  
PO Box 593 :  
Eastport, NY 11941 :

JOSEPH FALCONI III :  
31 Arkansas Avenue :  
Ocean City, NJ 8226 :

CHRISTIAN FARLEY :  
2 Raphael Court :  
Clifton Park, NY 12065 :

SHEILA FARMER :  
893 Sherwood Dr. :  
Macedonia, OH 44056 :

CURTIS FARRAR :  
920 Doral Drive :  
Fort Worth, TX 76112 :

RALPH V. FAULK :  
251 Story Road :  
Export, PA 15632 :

PHILIP D. FEISAL :  
2705 N Meridian Place :  
Oklahoma City, OK 73127 :

CARL FIELDER :  
4650 Van Kleeck Drive :  
New Smyrna Beach, FL 32169 :

DORIS FIELDS :  
7226 S Lafayette Ave :  
Chicago, IL 60621 :

LARRY D. FINLEY :  
12509 Gaston Court :  
Oklahoma City, OK 73107 :

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|                              |   |
|------------------------------|---|
| WILLIAM FLOOD                | : |
| P.O. Box 5403                |   |
| Sun City Center, FL 33571    | : |
| <br>GERALD L. FLORES         | : |
| 2381 Matthew John Drive      |   |
| Dubuque, IA 52002            | : |
| <br>ERIC A. FORD             | : |
| 917 Field Street             |   |
| Hammond, IN 46320            | : |
| <br>JOHN R. FORREST          | : |
| 6330 Star Grass Lane         |   |
| Naples, FL 34116-6737        | : |
| <br>ALLEN F. FOSTER          | : |
| 750 Silver Cloud Circle #104 |   |
| Lake Mary, FL 32746          | : |
| <br>ROBERT FRANZ             | : |
| 520 Valley Stream Drive      |   |
| Gevena, FL 32732             | : |
| <br>BOSS ROBERT FRIES, III   | : |
| 807 S. Gray                  |   |
| Stillwater, OK 74074         | : |
| <br>JODENE GARDNER           | : |
| 15126 Douglas Circle         |   |
| Omaha, NE 68154              | : |
| <br>ROBERT E. GARY           | : |
| 2811 E. 84th St.             |   |
| Tulsa, OK 74137              | : |
| <br>LARRY O. GENTRY          | : |
| 625 Lakehaven Cr             |   |
| Decatur, TN 37322            | : |
| <br>SAMUEL E. GILLETTE       | : |
| 8435 SW 48 St.               |   |
| Miami, FL 33155              | : |
| <br>GARY GOELZ               | : |
| 621 Country Vue Ct.          |   |
| Cranberry Twp., PA 16066     |   |

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RANDOLPH GOODWIN, JR.  
78 Highcrest Road  
Wethersfield, CT 06109

JAMES A. GRADY  
2233 Spring Creek Cir NE  
Palm Bay, FL 32905

WILLIAM D. GREENE  
2390 Mid Pine Ct  
Oviedo, FL 32765

SANDRA GUTHRIE  
5 Hunt Drive  
Belleville, IL 62226

GERALD GUTZEIT  
6423 Parkwood Place  
Florence, KY 41042

FRANKLIN P. HALL  
4337 Sawmill Trace Drive  
Charlotte, NC 28213

BRENDA C. HAMMOND  
4670 Diann Drive  
College Park, GA 30349

LORETTA CAUSEY HANNON  
8930 Equus Circle  
Boynton Beach, FL 33472

FRANCIS HANRATTY  
8917 Litchfield Avenue  
Las Vegas, NV 89134

JAN HANSON  
2707 Huron Street  
Bellingham, WA 98226

CHRIS HARDESTY  
P.O. Box 652  
Astatula, FL 34705

RONALD C. HARRISON, JR  
3537 Pinehurst Drive

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|                            |   |
|----------------------------|---|
| Plano, TX 75075            | : |
| JOHN W. HEASLEY            | : |
| 4069 Highlander Avenue     | : |
| Lake Havasu City, AZ 86406 | : |
| CONI HEIDLE                | : |
| 130 Campbell Lane          | : |
| Clinton, TN 37716          | : |
| DARLENE HEINEN             | : |
| N2970 River Ridge Road     | : |
| Waldo, WI 53093            | : |
| GERALD HEINEN              | : |
| N. 2970 River Ridge Road   | : |
| Waldo, WI 53093            | : |
| ROBERT HELSEL              | : |
| 2902 Village Square Drive  | : |
| Dover, PA 17315            | : |
| JAMES LOUIS HEMPHILL       | : |
| 1300 Melrose Drive         | : |
| Norman, OK 73069           | : |
| GAIL ROGERS HIBBLER        | : |
| 1000 S. Cuyler             | : |
| Oak Park, IL 60304         | : |
| LARRY W. HICE              | : |
| 7910 SW 103rd Avenue       | : |
| Gainesville, FL 32608-6208 | : |
| DANNY HIGDON               | : |
| 1526 Circle Drive          | : |
| Guntersville, AL 35976     | : |
| PATRICIA A. HILL           | : |
| 8439 S. Constance Avenue   | : |
| Chicago, IL 60617          | : |
| RICHARD D. HILL            | : |
| 225 Leland St.             | : |
| Bloomington, IL 61701      | : |
| JAMES HILLAN               | : |

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4986A S. Nelson Street :  
 Littleton, CO 80127 :

LEANNE HINKLE (FORMERLY :  
 MCCURLEY) :  
 110 Stage Coach St :  
 Hemphill, TX 75948 :

JOHN HLOHINEC :  
 4331 Sunniland St. :  
 Sarasota, FL 64233 :

JIMMY D. HOCK :  
 10300 Katy Line Ct. :  
 Yukon, OK 73099 :

CHARMAIN A. HORVATH :  
 464 Barwell Street :  
 Akron, Ohio 44303 :

DAN P. HOURIHANE :  
 484 Ferndale Lane :  
 Prospect Heights, IL 60070 :

STEVE HOWELL :  
 6932 Petworth Rd :  
 Memphis, TN 38119 :

GEORGE HUYE :  
 11604 Villa Ave :  
 Baton Rouge, LA 70810 :

JOHN IAPOCE :  
 10 Talbot Court :  
 Bluffton, SC 29909 :

SANDRA INMAN :  
 1305 Bradford Lane :  
 Knoxville, TN 37919 :

CHARLES S. JACKSON :  
 PO Box 611 :  
 White Marsh, VA 23183 :

RICK JAHNS :  
 1427 W. Windhaven Avenue :  
 Gilbert, AZ 85233-5143

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|                                       |   |
|---------------------------------------|---|
| ROBERT JAYSON                         | : |
| 14612 Barletta Way                    | : |
| Delray Beach, FL 33446                | : |
| LELAND JELINEK                        | : |
| 2476 Lawndale Road                    | : |
| Grand Forks, ND 58201                 | : |
| CHARLES JOHNSON                       | : |
| 7652 Doe View Drive                   | : |
| West Chester, OH 45069                | : |
| REECE JOHNSON                         | : |
| 7030 S.W. 82nd Avenue                 | : |
| Miami, FL 33143                       | : |
| LARRY JONES                           | : |
| 17604 Durbin Park Rd                  | : |
| Edmond, OK 73012                      | : |
| RONALD R. JONES                       | : |
| 739 N. Pendleton Avenue               | : |
| Pendelton, IN 46064                   | : |
| KAREN JUNEMAN, as personal            | : |
| representative of the Estate of Roger | : |
| Juneman                               | : |
| 902 Persimmon Lane - Unit B           | : |
| Mount Prospect, IL 60056              | : |
| DAVID N. KAPEC                        | : |
| 8436 NW 6th Avenue                    | : |
| Gainesville, FL 32607-1406            | : |
| KATHLEEN KENNEY                       | : |
| 1147 Oak Ridge Drive                  | : |
| Streamwood, IL 60107                  | : |
| ROBERT KILLEEN                        | : |
| 334 Rue St. Peter                     | : |
| Metairie, LA 70005                    | : |
| ROBERT E. KIMBLE                      | : |
| P.O. Box 847                          | : |
| Cleveland, MS 38732                   | : |

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THOMAS KROHNER :  
P.O. Box 269 :  
Torrington, CT 06790 :

MARIA KRUMM, as personal :  
representative of the Estate of Gary J. :  
Krumm :  
41062 E. Rosewood :  
Clinton Township, MI 48038 :

AMOS KUYKENDOLL :  
15123 Oak Street :  
Dolton, IL 60419 :

WILLIAM LANDMARK :  
146 Arthur Avenue :  
Thornwood, NY 10594 :

GREGORY LANE :  
P.O. Box 1676 :  
Meridian, PA 39302 :

BRUCE LARRABEE :  
27 Erland Road :  
Stoney Brooke, NY 11790 :

JENNIFER LATHAM, as personal :  
representative of the Estate of Charles E. :  
Latham :  
3585 Weeping Willow Lane :  
Loganville, GA 30052 :

CAROL E. LEBLANC :  
14260 W Newberry Rd STE 233 :  
Newberry, FL 32669 :

JOSEPH LEE :  
4675 South Valleyview Drive :  
West Bloomfield, MI 48323 :

SHARON E. LIBBRA :  
1815 Penina Dr. :  
Crosby, TX 77532 :

TERRY GENE LIBBRA :  
1815 Penina Dr. :  
Crosby, TX 77532

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JANET LINDSAY, as personal  
representative of the Estate of Ronald  
Lindsay  
404 Larson Dr.  
Danbury, CT 06810

JAMES W. LONGMAN  
2214 Teal Ct.  
Bellingham, WA 98229

JOHN LUCAS  
9 Mohegan Lane  
Rye Brook, NY 10573

JAMES E. LYNCH  
3910 Donegal Drive  
Bethlehem, PA 18020

MICHAEL MACISCO  
745 Nichols Avenue  
Stratford, CT 06614

JOHN MALEK  
781 Doctor Ave  
Sebastian, FL 32958

STEVEN MALLORY  
10256 Huntington Avenue  
Omaha, NE 68122

JOHN MALLOY  
2913 Cheyenne Drive  
Bowling Green, KY 42104

PATRICIA MARAZO  
120 N. Hisbiscus Ct.  
Plantation, FL 33317

NICHOLAS S. MARINOS  
248 Melrose Drive  
New Stanton, PA 15672

EUGENE MARONEY  
1219 Sleepy Hollow Road - Unit 1197  
Athens, NY 12015

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JOHN MARSH :  
 1054 Mildred Avenue :  
 Lorain, OH 44052-1218 :

RICHARD MASI :  
 13837 76th Terrace North :  
 Seminole, FL 33776 :

GLEN MASON :  
 4001 Sunflower Road :  
 New Brighton, PA 15066 :

SCOTT A. MATTINGLY :  
 2297 Burns Road :  
 Rineyville, KY 40162 :

THOMAS W. MATYJASIK :  
 1180 Cedar :  
 Birmingham, MI 48009 :

THOMAS MCCALL :  
 1050 Starkey Rd Apt 2503 :  
 Largo, FL 33771 :

RUDOLPH MCCLINON JR. :  
 550 Alton Way, Unit 7154 :  
 Denver, CO 80230 :

CASEY MCCOY :  
 508 East Noble Ave. :  
 Guthrie, OK 73044 :

SHERRY MCDONALD :  
 PO Box 1396 :  
 Ocean Park, WA 98640 :

THOMAS MCEVANS III :  
 22617 Avon Lane :  
 Southfield, MI 48075 :

JAMES P. MCGUIRE :  
 3933 Forest Avenue :  
 Western Springs, IL 60558 :

JOHN F. MCKENZIE :  
 172 Williamsburg Drive :  
 Monroe, CT 06468

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ANTHONY MCMURRAY  
21373 S. Boschome Circle  
Kildeer, IL 60047

PETER S. MCVITTIE  
56 Chestnut  
Chelsea, MI 48118

JERREL L. MEAD  
56426 Elmer Ave  
South Bend, IN 46619

MARY MENDOZA  
410 Isolde Drive  
Houston, TX 77024

ORTON W. MESSENGER  
92 Bay Tree Drive  
Miramar Beach, FL 32550

SUSAN E. MESSINA  
10974 Porto Foxi Street  
Las Vegas, NV 89141

PHILLIP N. METCALFE  
1093 Balfour Circle  
Phoenixville, PA 19460

RONALD METZGER  
517 Winkworth Parkway  
Syracuse, NY 13215

PAMELA MEYER, as personal  
representative of the Estate of Michael  
Meyer  
2324 San Gabriel Drive  
Plano, TX 75074

ARTHUR R. MILES, JR.  
2711 Wynfield Road  
West Friendship, Maryland 21794

JAMES T. MILLER  
1700 Helena Avenue  
Hartland, MI 48353

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FRANK E. MILLER, JR. :  
 1 Orinco Court :  
 Port St. Lucie, FL 34952 :

JEAN MINAL :  
 819 River Forest Court :  
 Bensenville, IL 60106 :

FRIEDA MINGA :  
 5073 Club Vista Point :  
 Stone Mountain, GA 30088 :

BARBARA ANN MINK, as personal :  
 representative of the Estate of Daniel Mink :  
 P.O. Box 861 :  
 Crystal Beach, FL 34681 :

ROBERT MINTON :  
 615 20th Avenue West :  
 Bradenton, FL 34205 :

JOE MONTANARO :  
 457 Dayton Road :  
 Trumbell, CT 06611 :

RICHARD MOORE :  
 5507 W Comanche Ave :  
 Spokane, WA 99208 :

STAFFORD W. MOORE :  
 546 Coble Ave :  
 Albemarle, NC 28001 :

DINAH MORGAN :  
 277 Honor Drive :  
 Kerrville, TX 78028 :

SYLVIA E. MOSLEY :  
 P.O. Box 3214 :  
 Suwanee, GA 30024 :

D. CRAIG MULLEN :  
 14364 Autumns Avenue, SE :  
 Monroe, WA 98272 :

KELLY PATRICK MULLIGAN :  
 9585 Highview Drive

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|                                      |   |
|--------------------------------------|---|
| Eden Prairie, MN 55347               | : |
| <br>DARRELL NAMIE                    | : |
| 1280 Chapel Road                     |   |
| Monaca, PA 15061                     | : |
| <br>HERBERT A. NEWMAN                | : |
| 2448 Charney Road                    |   |
| University Heights, OH 44118         | : |
| <br>CHESTER NOWAK                    | : |
| 75 Cami Court Apt. 207               |   |
| Walton, KY 41094                     | : |
| <br>RICHARD PAUL NYDEGGER            | : |
| 11224 SE 172nd Avenue                |   |
| Happy Valley, OR 97086               | : |
| <br>THOMAS A. O'DELL                 | : |
| 5877 White Tail Drive                |   |
| Ooltewah, TN 37363                   | : |
| <br>WALTER ORR                       | : |
| 9 Sandlewood Circle                  |   |
| Madison, WI 53716                    | : |
| <br>JIM OVERMILLER                   | : |
| 1095 Millcreek Road                  |   |
| York, PA 17404                       | : |
| <br>BARBARA OXNER (previously Jones) | : |
| 837 North Cowboy Canyon Drive        |   |
| Green Valley, AZ 85614               | : |
| <br>MARTHA PARRY                     | : |
| 139 Lincoln Drive                    |   |
| Oakdale, NY 11769                    | : |
| <br>FRANK M. PATTERSON               | : |
| 914 S Lombard                        |   |
| Oak Park, IL 60304                   | : |
| <br>TERRY PAULK                      | : |
| 4317 Avenue O                        |   |
| Galveston, TX 77550                  | : |
| <br>DANIEL T. PERRY                  | : |

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4794 Timberline Drive :  
North Street, MI 48049 :

KEN PHILBRICK :  
13300 Indian Rocks Rd #102 :  
Largo, FL 33774 :

FRANK L. PHILLIPS :  
563 Cook Rd :  
Aynor, SC 29511 :

STEPHEN WAYNE PIGG :  
12345 Highway 601 :  
Midland, NC 28107 :

CLIFFORD L. PINCKNEY :  
8 Hilton Glen Ct :  
Chapin, SC 29036 :

RITA E. PINO :  
7655 West 67th Avenue, #312 :  
Arvada, CO 80004 :

RONALD M. PINSONEAULT :  
129 Nicole Drive :  
Brooklyn, MI 49230 :

JOHNNY A. PLEMONS :  
2218 Canterbury Ct. :  
Deer Park, TX 77536 :

ROBERT POLLOCK :  
324 Amundson Parkway :  
Stoughton, WI 53589 :

DENNIS H. PORTER :  
702 N. Wilson St. :  
Greenfield, IN 46140 :

DENNIS POWERS :  
139 Preston Circle :  
Jacksboro, TN 37757 :

BLAIR QUASNITSCHKA, as personal :  
representative of the Estate of Linda Kirbus :  
(formerly Quasnitschka) :  
14 Applewood Ln. :

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|                              |   |
|------------------------------|---|
| Avon, CT 06001               | : |
| PAUL QUATTRONE               | : |
| 2146 Winsley Street          | : |
| Clermont, FL 34711           | : |
| MARZIANO P. RAGNONE          | : |
| 4709 Myra Lee Dr.            | : |
| Auburn, MI 48611             | : |
| JAMES RAUEN                  | : |
| 1280 Lynrose Lane            | : |
| Neenah, WI 54956             | : |
| DONALD P. REIMER             | : |
| 3005 Tudor Way S.E.          | : |
| Albany, OR 97322             | : |
| MARIA G. RESNICK             | : |
| 12 Washington Lane           | : |
| Clifton Park, New York 12065 | : |
| LINDA REYNOLDS               | : |
| 824 Earhart Road             | : |
| Ann Arbor, MI 48105          | : |
| STAN RICKS                   | : |
| PO Box 2524                  | : |
| Hammond, LA 70404            | : |
| DICK ROBERTS                 | : |
| 4677 Aero Drive              | : |
| Lewiston, ID 83501           | : |
| THOMAS ROBY                  | : |
| 40 Bay Path Way              | : |
| Branford, CT 06405           | : |
| DAVID ROMAN                  | : |
| 4506 17th Street W.          | : |
| Palmetto, FL 34221           | : |
| LLOYD T. ROSENSTEEL          | : |
| 23 Breezy Point Way          | : |
| Argyle, NY 12809             | : |
| RICHARD K. ROSKOWE           | : |

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2751-1 E. Aragon Blvd :  
Sunrise, FL 33313 :

RICHARD ROSSELL :  
1432 Marlane Drive :  
Girard, OH 44420 :

RONALD J. RUBIN :  
1784 Bayshore Drive :  
Englewood, FL 34223 :

ROBERT RUSSO :  
9822 W Indore Drive :  
Littleton, CO 80128 :

KAREN RYAN-WHITE :  
7901 S. Richmond Avenue :  
Tulsa, OK 74136-8169 :

EDWARD M. SAAD :  
988 Chateau Drive :  
Marion, OH 43302 :

JOHN J. SANCHEZ :  
3219 Rustic Oak :  
San Antonio, TX 78261 :

JACK SANDERS :  
19793 Casa Verde Way :  
Fort Myers, FL 33967 :

MICHAEL L. SANDERS :  
13817 West 54th Terrace :  
Shawnee, KS 66216-5106 :

SHEILA SANDERS :  
4756 Derbyshire Drive :  
North Randall, OH 44128 :

GAIL C. SANTALUCIA-DALY :  
938 Wilson Drive :  
Lancaster, SC 29720 :

PHILIP J. SARCONI :  
23 Framingham Lane :  
Shoreham, NY 11786 :

---

---

RICHARD SAULLE :  
 404 Rachael Court :  
 Gibsonia, PA 15044 :

MARCOS E. SAYAGO :  
 625 Tam O Shanter Dr. :  
 Orlando, FL 32803-6928 :

GERALD H. SCHIELE :  
 3462 East 62nd Street :  
 Kansas City, MO 64130 :

DOUGLAS SCHIFFMILLER :  
 2795 Strickland Avenue :  
 Brooklyn, NY 11234 :

TIMOTHY L. SCHWARTZ :  
 6472 Marshall :  
 Canton, MI 48187 :

DAVID L. SEIDEL :  
 1795 Gervais Ave. #6 :  
 Maplewood, MN 55109 :

ROGER SEROLA :  
 6261 SE Winged Foot Dr. :  
 Stuart, FL 34997 :

LEONARD SHAW :  
 4152 King Richard Dr. :  
 Sarasota, FL 34232 :

ROBERT G. SHEA JR. :  
 908 McKinley :  
 Bay City, MI 48708 :

SHELDON F. SHEFF :  
 9472 Southgate Drive :  
 Cincinnati, OH 45241 :

WOODROW SHELTON JR. :  
 117 Calloway Lane :  
 Hendersonville, TN 37075 :

DARRYL SHERMAN :  
 1011 Horseshoe Drive :  
 Sugar Land, TX 77478

---

---

MIKE SHOBE  
PO Box 577  
Ft. White, FL 32038-0577

LAWRENCE J. SIMMS  
5325 NW 51st Street  
Coconut Creek, FL 33073

DOUGLAS A. SIMS  
3755 Brandi Ln.  
Paris, TX 75462

ERIC B. SIMS  
705 Melissa Drive  
Bolingbrook, IL 60440

CHINESTA SKIPPER SMITH  
249 Ivan Church Road  
Crawfordville, FL 32327

MARIE SMITH, as personal representative  
of the Estate of David William Smith  
3802 Spruce Glen Drive  
Kingwood, TX 77339

DENNIS Z. SMITH  
3681 Cheltenham Road  
York, PA 17402

RONALD W. SMITH  
5843 South 1050 West  
Owensville, IN 47665

ARMANDO D. SOLER  
7061 SW 99th Avenue  
Miami, FL 33173

DEBORAH ANN SORRELL-ULRICH  
673 Wellerburn Avenue  
Severna Park, MD 21146

DAVID ST. JOHN  
13306 E. 94th Place North  
Owasso, OK 74055

---

SARAH ST. JOHN

---

13306 E. 94th Place North :  
Owasso, OK 74055 :

ROBERT C. STEDMAN JR. :  
9455 Sky Vista Parkway Apt 4D :  
Reno, NV 89506 :

THOMAS STEIN :  
1241 Big Oak Lane :  
Sarasota, FL 34242 :

MICHAEL M. STERN :  
406 Briarcliff Cir. :  
Sebastian, FL 32958 :

CAROL STEVENS (formerly Stehle) :  
605 Kenwood Drive :  
Vero Beach, FL 32968 :

JOHN STOUT :  
1534 Kennellworth Place :  
Bronx, NY 10465 :

DONALD STRIPLIN :  
1426 W. Castle Mesa Drive :  
Castle Rock, CO 80109-9504 :

CELESTE M. SULLIVAN :  
755 Pine Run Drive :  
Osprey, FL 34229 :

KURT A. SUMMERS :  
5421 East Harmon Apt K14 :  
Las Vegas, NV 89122 :

STANLEY SUWALA :  
2582 Mallard Ln. :  
Gillbertsville, PA 19525-9200 :

PAUL SVABEK :  
12800 Hibiscus Avenue :  
Seminole, FL 33776 :

EDWARD SWANSON :  
807 Gascon Place :  
Temple Terrace, FL 33617 :

---

---

MARILYN SWANSON :  
4914 Ravine Court :  
Ann Arbor, MI 48105 :

MICHELLE TABLER :  
11417 Discovery Park Drive :  
Anchorage, AK 99515 :

RUSSELL A. TAPIE :  
1608 Disney Drive :  
Metairie, LA 70003 :

WANDA TATUM :  
580 Ridgeway Rd :  
Jackson, GA 30233 :

CHARLES TAYLOR :  
1702 Onon Daga Drive :  
Geneva, FL 32732 :

WRIGHT B. TAYLOR, III :  
8913 Highway 36 :  
Jones Creek, TX 77541 :

ROBERT W. TELKINS :  
158 Stoney Creek :  
Houston, TX 77024 :

STEPHEN THOENNES :  
5918 Pearson Drive :  
Brooklyn Center, MN 55429 :

GARY THOMAS :  
8421 Lainie Lane :  
Orlando, FL 32818 :

MONTAGUE A. THOMAS III :  
5663 Lakeshore Village Circle :  
Lake Worth, FL 33463 :

JEFFREY TOBIN :  
3017 SE 5th Ave. :  
Cape Coral, FL 33904 :

JOSEPH TOMEK :  
23080 W. Villa Rica Road :  
Antioch, IL 60002

---

---

MARY TURLEY, as personal  
representative of the Estate of Robert H.  
Turley  
34251 N. Homestead Road  
Gurnee, IL 60031

ALBERT TURNER  
9754 S. Winston Avenue  
Chicago, IL 60643

DAVID J. TUSKEY  
380 Westchester Road  
Saginaw, MI 48603

GEORGE TWOHIG  
430 Lowick Drive  
Colorado Springs, CO 80906

CORNELL G. VANDEGRIFT  
7955 W. Evelyn Ct.  
Cape Canaveral, FL 32920-5129

MILFORD T. VAUGHT, JR.  
175 Sims Circle  
Waynesville, NC 28786

LOUIS VEAL  
5126 Springfield Ct  
Westerville, OH 43081

DALE A. VILLEMAIN  
3501 Amberly Trail  
Evans, GA 30809

CLETA VINING  
641 Romohr Acres  
Cincinnati, OH 45244

JOSEPH J. VIOLA SR.  
2448 N. Neva  
Chicago, IL 60707

RONALD WANEK  
6024 South 93rd Street  
Omaha, NE 68127

---

---

BRIAN J. WANLESS :  
 4078 Delmar View Drive :  
 Grandville, MI 49418 :

ARTHUR WASHINGTON :  
 253 Belton Road :  
 Ruston, LA 71270 :

TIMOTHY JACKSON WATWOOD :  
 10465 AL Highway 168 :  
 Boaz, AL 35957 :

MARK E. WEGNER :  
 10680 S Shore Dr :  
 Lake, MI 48632 :

FINDLEY WEST :  
 8719 Golden Chord Circle :  
 Houston, TX 77040 :

NEIL WHICKER :  
 113 Nicoletti Drive :  
 Midvale, UT 84047 :

CHARLES L. WILLIAMS :  
 1015 Starling Way :  
 Viera, FL 32955 :

WALKER WILLIAMS :  
 1820 King James Road :  
 Kissimmee, FL 34744 :

RODNEY W. WILLIAMS SR. :  
 1383 Gasparilla Drive :  
 Fort Myers, FL 33901 :

BARRY WILSON :  
 7 Brookside Dr. :  
 Travelers Rest, SC 29690 :

ROBIN WILSON :  
 1101 Winterhawk Drive :  
 St. Augustine, FL 32084 :

FRANCES WISNIEWSKI :  
 358 Woodhill Drive :  
 Carol Stream, IL 60188

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---

JAMES MICHAEL WOOD  
125 Williamsburg Lane  
Athens, GA 30605

KENNETH WORTHINGTON  
3917 Rogers St.  
Ft. Myers, FL 33901

LINDA WOSHNER  
137 South Euclid Avenue  
Pittsburgh, PA 15202

ROBERT A WRIGHT, JR.  
1841 Imperial Golf Course Blvd.  
Naples, FL 34110

BARBARA D. WRIGHT, as personal  
representative of the Estate of Kevin A.  
Wright  
117 Crooked Creek Road  
Troy, MO 63379

LEONARD YARBROUGH  
33003 Pecan Hill Drive  
Brookshire, TX 77423

DONALD YOUNG  
1147 Oak Ridge  
Streamwood, IL 60107

JAMES M. ZAHNER  
1211 Covington Drive  
Saline, MI 48176

RONALD D. ZARBAUGH  
8426 Chamberlain Place  
Oviedo, FL 32765

ROSE ZUMWINKLE, as personal  
representative of the Estate of William  
Zumwinkle  
46 Glenview Loop  
St. Cloud, MN 56303

MANUEL ZUNIGA  
9707 Penn Avenue N

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|   |   |
|---|---|
| Brooklyn Park, MN 55444                 | : |
| CHARLES DENNIS ZYBURO                   | : |
| 7 Monterey Land                         | : |
| Yaphank, NY 11980                       | : |
| Plaintiffs,                             | : |
| v.                                      | : |
| ALLSTATE INSURANCE COMPANY,             | : |
| 2775 Sanders Road                       | : |
| Northbrook, IL 60062                    | : |
| THE ALLSTATE CORPORATION                | : |
| 2775 Sanders Road                       | : |
| Northbrook, IL 60062                    | : |
| AGENTS PENSION PLAN                     | : |
| 2775 Sanders Road                       | : |
| Northbrook, IL 60062                    | : |
| ADMINISTRATIVE COMMITTEE, in its        | : |
| capacity as administrator of the Agents | : |
| Pension Plan,                           | : |
| 2775 Sanders Road                       | : |
| Northbrook, IL 60062                    | : |
| Defendants.                             | : |

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### **INTRODUCTION**

1. This action is based on a series of events by which Allstate Insurance Company and its parent, The Allstate Corporation (referred to collectively herein as “Allstate”), violated the rights of thousands of “captive” insurance sales agents whom Allstate employed during the 1980’s and 90’s under its “R830” and “R1500” employment contracts. In order to induce employee agents to devote their careers to selling insurance and financial services products exclusively on behalf of Allstate, the company made them participants in the Agents Pension Plan after one year of service and they became fully vested after five (5) years. The early

retirement provisions of the Agents Pension Plan were one of the most attractive features. In addition to the fact any individual having at least twenty (20) years of “continuous service” was eligible for early retirement benefits at age 55, the amount of the benefit was enhanced or “beefed-up” in order to create a further incentive for early retirement.

2. During the 1990’s, however, Allstate began to pull the rug from under its employee agents. First, in November 1991, it unlawfully attempted to amend the Agents Pension Plan retroactively to phase out the “beefed up” early retirement benefit over several years, with the benefit completely eliminated for agents who elected early retirement subsequent to December 31, 1999.

3. Second, through amendments adopted over several years, Allstate attempted to amend the Agents Pension Plan further to exclude a particular form of “service”—that is, service in a capacity denominated as “Exclusive Agent independent contractor”—from being counted as “service” for purposes of accruing additional retirement benefits and determining eligibility for early retirement benefits.

4. Third, Allstate strove throughout the 1990’s to persuade and coerce its employee agents to convert to so-called “Exclusive Agent independent contractor” status. These efforts culminated in Allstate’s implementation of its “Preparing for the Future” Program (the “Program”), announced in November 1999, under which employee agents were forced to convert to “Exclusive Agent” or leave Allstate’s service by June 30, 2000. Those agents who “converted” to “Exclusive Agents,” however, continued to perform the same job that they had always performed as employee agents and were, in reality, subject to no less control than they had been subject to prior to their conversion. Yet, by characterizing them as “independent contractors” and by amending the Agents Pension Plan to deny them credit for the service they

gave Allstate as Exclusive Agents, Allstate was able, in effect, to deprive these agents of their early retirement subsidies under the Agents Pension Plan.

5. In phasing out the “beef-up” and altering the eligibility requirements for obtaining early retirement benefits and subsidies, Allstate violated the Employee Retirement Income Security Act of 1974, as amended (“ERISA”), 29 U.S.C. §§ 1001 *et seq.*, and, in particular, ERISA Section 204(g)(2) (codified as 29 U.S.C. § 1054(g)(2)), which prohibits any plan amendment that has the effect of “cutting back” on early retirement benefits or subsidies.

6. In August 2001, a group of former employee agents who were subjected to the Program filed suit against Allstate and Edward M. Liddy on behalf of themselves and the other 6,000-plus similarly situated employee agents, seeking a declaratory judgment that a general release of liability signed by most employee agents subject to the Program (the “Release”) is invalid, and to otherwise vindicate their rights under the ADEA, Section 510 of ERISA, 29 U.S.C. § 1140, and the common law on a class-wide and collective-action basis. *See Romero, et al. v. Allstate Ins. Co., et al.*, Civ. No. 01-3894 (E.D. Pa.) (“*Romero I*”). Additionally, in December 2001, the original *Romero I* plaintiffs and four other former employee agents filed a second putative class action against Allstate, the Agents Pension Plan, and the Administrative Committee for violations of ERISA arising from defendants’ unlawful cutback of early retirement benefits and subsidies under the Pension Plan and related misrepresentations made to employee agents in connection with the Program. *See Romero, et al. v. Allstate Ins. Co., et al.*, Civ. No. 01-6764 (E.D. Pa.) (“*Romero II*”). The *Romero I* and *Romero II* cases are collectively, referred to as “*Romero*”.

7. Plaintiffs in this action—each of whom was, and/or is suing on behalf of a decedent who was, an employee agent of Allstate who either converted to “Exclusive Agent” status or left Allstate’s service as a result of the Program—are putative members of one or more of the classes

and/or collective action asserted in *Romero*. On January 6, 2015, however, the Court in *Romero* entered an order providing that its October 6, 2014 denial of certification of a class that sought to invalidate the Release on various grounds “put putative class members on unequivocal notice” that they must invalidate the Release individually in order to participate in any potential class on the *Romero* substantive claims. Plaintiffs thereafter became named plaintiffs in *Romero I*. Plaintiffs now bring this “related” action to preserve their other claims against Allstate and/or vindicate their rights under ERISA.

### **JURISDICTION AND VENUE**

8. This is a civil action over which original jurisdiction is vested in this Court by 28 U.S.C. §§ 1331 and 1343(a). This Court also is vested with exclusive subject matter jurisdiction over the plaintiffs’ claims under ERISA pursuant to 29 U.S.C. § 1132(e)(1) and (f).

9. This Court has personal jurisdiction over the defendants pursuant to 29 U.S.C. § 1132(e)(2) as Allstate may be found in the Commonwealth of Pennsylvania and the other defendants have the requisite contacts with the United States and the Commonwealth of Pennsylvania.

10. Venue is appropriate in the Eastern District of Pennsylvania under 28 U.S.C. § 1391 and 29 U.S.C. § 1132(e)(2) as this action is brought in a judicial district in which a defendant resides or may be found at the time the action was commenced. Further, a number of the plaintiffs reside in the Commonwealth of Pennsylvania, including in counties comprising the Eastern District of Pennsylvania, and the related *Romero* cases are pending in the Eastern District of Pennsylvania.

## **THE PARTIES**

### **A. PLAINTIFFS**

#### **1. General Allegations As To All Plaintiffs**

11. Each of the plaintiffs in this action was—or is suing as personal representative on behalf of a decedent who was—employed by Allstate as of November 1999 as an insurance agent under a R830 Allstate Agent Compensation Agreement (“R830 contract”) or a R1500 Agent Employment Agreement (“R1500 contract”) and had said contract terminated as part of the Program. These former employee agents are collectively referred to herein as “Plaintiffs”

12. At all times pertinent hereto, each of the Plaintiffs was an “employee” of Allstate within the meaning of 29 U.S.C. § 1002(6) and a vested “participant” in and/or “beneficiary” of the Agents Pension Plan within the meaning of 29 U.S.C. § 1002(7) and (8).

13. As part of the Program, each of the Plaintiffs either continued to provide compensated service to Allstate as a so-called “Exclusive Agent independent contractor” (“Converted Plaintiffs”) or retired from the service of Allstate (“Retired Plaintiffs”). Those Converted Plaintiffs and Retired Plaintiffs who had completed less than twenty (20) years of continuous service as employees at the time their R830 or R1500 contract was terminated under the Program are collectively referred to herein as “ERISA Converted Agent Plaintiffs” and “ERISA Retired Agent Plaintiffs,” respectively.

14. As of December 31, 1991, each of the Plaintiffs—except for Harold E. Baker, John R. Forrest, Francis H. Hanratty, Robert J. Killeen, Jean Minal, John Stout, George F. Twohig, and Joseph J. Viola Sr.—was under the age of 55. These Plaintiffs who were under age 55 as of December 31, 1991, are collectively referred to herein as the “ERISA § 204(g)(2) Plaintiffs.”

15. Many former employee agents of Allstate have pursued all administrative remedies available to them under the Agents Pension Plan by writing to the Administrator protesting and

appealing the decision of Allstate to deny them the full benefits to which they are and had been entitled under the Agents Pension Plan. These efforts have been unsuccessful and any other efforts would be futile in view of the fact that in each case, the decision to deny such pension benefits was a policy decision authorized at the highest level of Allstate's management and was the product of careful planning and deliberation.

## **2. Specific Allegations As To Individual Plaintiffs**

16. Plaintiff Thomas Abell ("Abell") was born in 1951 and had at least sixteen (16) years of continuous service with Allstate at the time he left the company's service in 2000 as a result of the Program.

17. Plaintiff Katharine Adams-Love (formerly Katharine Kroner) ("Adams-Love") was born in 1957, converted to Exclusive Agent as part of the Program, and has at least thirty-nine (39) years of continuous service. Plaintiff Adams-Love remains in the service of Allstate.

18. Plaintiff John Aellen III ("Aellen") was born in 1953 and had at least ten (10) years of continuous service with Allstate at the time he left the company's service in 2000 as a result of the Program.

19. Plaintiff Clyde Allen Jr. ("Allen") was born in 1950, converted to Exclusive Agent as part of the Program, and had at least sixteen (16) years of continuous service to Allstate at the time he left the company's service in 2002.

20. Plaintiff Joseph Alley ("Alley") was born in 1952, converted to Exclusive Agent as part of the Program, and had at least twenty (20) years of continuous service at the time he retired from Allstate's service in 2004.

21. Plaintiff Thomas Allison ("Allison") was born in 1953, converted to Exclusive Agent as part of the Program, and has at least thirty (30) years of continuous service. Plaintiff Allison remains in the service of Allstate.

22. Plaintiff Richard Altieri (“Altieri”) was born in 1941 and had at least fifteen (15) years of continuous service with Allstate at the time he left the company’s service in 2000 as a result of the Program.

23. Plaintiff Andrew Anderson (“Anderson”) was born in 1954, converted to Exclusive Agent as part of the Program, and had at least twenty-six (26) years of continuous service with Allstate at the time he retired from the company’s service in 2007.

24. Plaintiff Carl Angell (“Angell”) was born in 1947, converted to Exclusive Agent as part of the Program, and had at least thirty-six (36) years of continuous service with Allstate at the time he retired from the company’s service in 2007.

25. Plaintiff Eugenia Annino is suing in her capacity as personal representative for the Estate of deceased former Allstate agent Robert S. Annino. Robert S. Annino was born in 1943 and had at least fourteen years of continuous service to Allstate at the time he left the company’s service in 2000 as a result of the Program.

26. Plaintiff Daniel Anulare (“D. Anulare”) was born in 1945, converted to Exclusive Agent as part of the Program, and had at least twenty-eight (28) years of continuous service with Allstate at the time he retired from the company’s service in 2004.

27. Plaintiff Linda A. Anulare (“L. Anulare”) was born in 1956 and had approximately nineteen (19) years of continuous service as an agent with Allstate at the time she left the company’s service in 2000 as a result of the Program.

28. Plaintiff Bruce William Ashley (“Ashley”) was born in 1958 and had at least thirteen (13) years of continuous service with Allstate at the time he left the company’s service in 2000 as a result of the Program.

29. Plaintiff Richard L. Aurand (“Aurand”) was born in 1942 and had at least twenty (20) years of continuous service with Allstate at the time he retired from the company’s service in 2000 as a result of the Program.

30. Plaintiff Maxine Bachicha (“Bachicha”) was born in 1951 and had at least ten (10) years of continuous service with Allstate at the time she left the company’s service in 2000 as a result of the Program.

31. Plaintiff Harold E. Baker (“Baker”) was born in 1936 and had at least thirty-five (35) years of continuous service with Allstate at the time he retired from the company’s service in 2000 as a result of the Program.

32. Plaintiff Robert G. Barzelay (“Barzelay”) was born in 1951 and had at least sixteen (16) years of continuous service with Allstate at the time he left the company’s service in 2000 as a result of the Program.

33. Plaintiff Gary Baumgardner (“Baumgardner”) was born in 1949, converted to Exclusive Agent as part of the Program, and had provided at least twenty-five (25) years of continuous service to Allstate at the time he retired from the company’s service in 2009.

34. Plaintiff James A. Beard (“Beard”) was born in 1943, converted to Exclusive Agent as part of the Program, and provided at least twenty-three (23) years of continuous service to Allstate at the time he retired from the company’s service in 2010.

35. Plaintiff Deborah S. Becker (“Becker”) was born in 1951 and had at least twelve (12) years of continuous service to Allstate at the time she left the company’s service in 2000 as a result of the Program.

36. Plaintiff Richard C. Bennett (“Bennett”) was born in 1948, converted to Exclusive Agent as part of the Program, and provided at least thirty-four (34) years of continuous service to Allstate at the time he retired from the company’s service in 2008.



37. Plaintiff Colin T. Bent (“Bent”) was born in 1948, converted to Exclusive Agent as part of the Program, and has provided at least twenty-five (25) years of continuous service to Allstate at the time he retired from the company’s service in 2011.

38. Plaintiff Vernon Bentley (“Bentley”) was born in 1943, converted to Exclusive Agent as part of the Program, and had provided at least thirty (30) years of continuous service to Allstate at the time he retired from the company’s service in 2010.

39. Plaintiff Harold Bernstein (“H. Bernstein”) was born in 1943 and had provided at least ten (10) years of continuous service to Allstate at the time he left the company’s service as a result of the Program.

40. Plaintiff H. Bernstein is also suing in his capacity as personal representative for the Estate of deceased former Allstate agent Sandra Bernstein. Sandra Bernstein was born in 1943, converted to Exclusive Agent as part of the Program, and had provided at least twenty-two (22) years of continuous service to Allstate at the time she retired from the company’s service in 2000. .

41. Plaintiff Montell Berry (“M. Berry”) was born in 1954 and had provided at least twenty-one (21) years of continuous service at the time he retired from the company’s service in 2000 as a result of the Program.

42. Plaintiff Wallace Berry (“W. Berry”) was born in 1947, converted to Exclusive Agent as part of the Program, and had at least twenty-five (25) years of continuous service to Allstate at the time he retired from the company’s service in 2003.

43. Plaintiff Linda Glass Beucher (“Beucher”) was born in 1948, converted to Exclusive Agent as part of the Program, and has at least thirty-one (31) years of continuous service with Allstate. Beucher remains in the company’s service.

44. Plaintiff Stanley R. Binder (“Binder”) was born in 1943 and had at least sixteen (16) years of continuous service to Allstate at the time he left the company’s service as a result of the Program.

45. Plaintiff Andrew Blanchette (“Blanchette”) was born in 1943 and had at least twenty-nine (29) years of continuous service to Allstate at the time he retired from the company’s service as a result of the Program.

46. Plaintiff Craig Bock (“C. Bock”) was born in 1953, converted to Exclusive Agent as part of the Program, and had at least thirty-five (35) years of continuous service to Allstate at the time he retired from the company’s service in 2010.

47. Plaintiff Gary L. Bock (“G. Bock”) was born in 1959, converted to Exclusive Agent as part of the Program, and had at least twenty-six (26) years of continuous service to Allstate at the time he retired from the company’s service in 2007.

48. Plaintiff David P. Bohan (“Bohan”) was born in 1955 and had at least fifteen (15) years of continuous service to Allstate when he left the company’s service as a result of the Program.

49. Plaintiff Roland Boisis (“Boisis”) was born in 1944, converted to Exclusive Agent as part of the Program, and had at least nineteen (19) years of continuous service to Allstate at the time he left the company’s service in 2002.

50. Plaintiff Janice D. Bond (“Bond”) was born in 1949 and had at least fourteen (14) years of continuous service to Allstate at the time she left the company’s service as a result of the Program.

51. Plaintiff Dwight C. Bondy (“Bondy”) was born in 1943 and had at least twenty-three (23) years of continuous service to Allstate at the time he retired from the company’s service as a result of the Program.

52. Plaintiff Robert Francis Bortell (“Bortell”) was born in 1952, converted to Exclusive Agent as part of the Program, and had at least fifteen (15) years of continuous service to Allstate at the time he left the company’s service in 2002.

53. Plaintiff Daniel Bossio (“Bossio”) was born in 1952, converted to Exclusive Agent as part of the Program, and had at least thirty (30) years of continuous service to Allstate at the time he retired from the company’s service in 2008.

54. Plaintiff James Brachfeld (“J. Brachfeld”) was born in 1945 and had at least thirty-two (32) years of continuous service to Allstate at the time he retired from the company’s services in 2000 as a result of the Program.

55. Plaintiff Roberta L Brachfeld (“R. Brachfeld”) was born in 1947 and had at least thirteen (13) years of continuous service to Allstate at the time she left the company’s service as a result of the Program.

56. Plaintiff Eugene Brandon (“Brandon”) was born in 1945, converted to Exclusive Agent as part of the Program, and had at least twenty (20) years of continuous service to Allstate at the time he retired from the company’s service in 2004.

57. Plaintiff Michael J. Brantmeier (“Brantmeier”) was born in 1946, converted to Exclusive Agent as part of the Program, and had at least twenty-nine (29) years of continuous service to Allstate at the time he retired from the company’s service in 2003.

58. Plaintiff Jay Broker (“Broker”) was born in 1944, converted to Exclusive Agent as part of the Program, and had provided at least twenty-nine (29) years of continuous service to Allstate at the time he retired from the company’s service in 2001.

59. Plaintiff Neal Swank Brooks (“Brooks”) was born in 1942 and had at least twenty-eight (28) years of continuous service to Allstate at the time he retired from the company’s service in 2000 as a result of the Program.

60. Plaintiff Faye Brown (F. Brown) was born in 1947, converted to Exclusive Agent as part of the Program, and had at least twenty-two (22) continuous years in the service of Allstate at the time she retired from the company's service in 2006.

61. Plaintiff Lester Brown Sr. ("L. Brown") was born in 1943 and had provided at least twenty (20) years of continuous service to Allstate at the time he retired from the company's service as a result of the Program.

62. Plaintiff Richard A. Brown ("R. Brown") was born in 1952, converted to Exclusive Agent as part of the Program, and had provided at least thirty-four (34) years of continuous service to Allstate at the time he retired from the company's service in 2012.

63. Plaintiff William Brown Jr. ("W. Brown") was born in 1944 and had at least seventeen (17) years of continuous service to Allstate at the time he left the company's service as a result of the Program.

64. Plaintiff Richard A. Brownson ("Brownson") was born in 1944, converted to Exclusive Agent as part of the Program, and had at least thirty-six (36) years of continuous service to Allstate at the time he retired from the company's service in 2010.

65. Plaintiff Charles R. Burns III ("Burns") born in 1952, converted to Exclusive Agent as part of the Program, and has at least thirty-two (32) years of continuous service to Allstate. Burns remains in the company's service.

66. Plaintiff Thomas Bushey ("Bushey") was born in 1958 and had provided at least twelve (12) years of continuous service to Allstate at the time he left the company's service as a result of the Program.

67. Plaintiff David Ross Bussell ("Bussell") was born in 1954 and had at least thirteen (13) years of continuous service to Allstate at the time he left the company's service as a result of the Program.

68. Plaintiff Gary F. Callaway (“G. F. Callaway”) was born in 1960 and had at least fourteen (14) years of continuous service to Allstate at the time he left the company’s service as a result of the Program.

69. Plaintiff Georgiana Callaway (“G. Callaway”) was born in 1956 and had at least fourteen (14) years of continuous service to Allstate at the time she left the company’s service as a result of the Program.

70. Plaintiff Albert J. Cannizzaro (“Cannizzaro”) was born in 1944 and had at least thirty-three (33) years of continuous service to Allstate at the time he retired from the company’s service in 2000 as a result of the Program.

71. Plaintiff Lawrence J. Capouch (“Capouch”) was born in 1945, converted to Exclusive Agent as part of the Program, and had at least forty-one (41) years of continuous service to Allstate at the time he retired from the company’s service in 2010.

72. Plaintiff Richard E. Carter (“Carter”) was born in 1946 and had at least twenty-three (23) years of continuous service to Allstate at the time he retired from the company’s service as a result of the Program.

73. Plaintiff Victor M. Catarisano (“Catarisano”) was born in 1946, converted to Exclusive Agent as part of the Program, and had at least thirty-seven (37) years of continuous service to Allstate at the time he retired from the company’s service in 2010.

74. Plaintiff Portia M. Chambliss (“Chambliss”) was born in 1948 and had at least twenty-one (21) years of continuous service to Allstate at the time she retired from the company’s service as a result of the Program.

75. Plaintiff Mark D. Chase (“Chase”) was born in 1952 and had at least seventeen (17) years of continuous service to Allstate at the time he left the company’s service as a result of the Program.

76. Plaintiff Amy R. Cherrnay (“Cherrnay”) was born in 1954, converted to Exclusive Agent as part of the Program, and had at least eighteen (18) years of continuous service to Allstate at the time she left the company’s service in 2001.

77. Plaintiff Jimmy Chin (“Chin”) was born in 1954 and had at least sixteen (16) years of continuous service to Allstate at the time he left the company’s service as a result of the Program.

78. Plaintiff Don C. Christensen (“Christensen”) was born in 1940 and had at least nineteen (19) years of continuous service to Allstate at the time he left the company’s service as a result of the Program.

79. Plaintiff James M. Cirillo (“Cirillo”) was born in 1954, converted to Exclusive Agent as part of the Program, and had at least eighteen (18) years of continuous service with Allstate at the time he left the company’s service in 2006.

80. Plaintiff Bruce W. Clotfelter (“Clotfelter”) was born in 1955 and had at least sixteen (16) years of continuous service to Allstate at the time he left the company’s service as a result of the Program.

81. Plaintiff Ira Cloud (“Cloud”) was born in 1949, converted to Exclusive Agent as part of the Program, and had at least twenty-three (23) years of continuous service to Allstate as an agent at the time he retired from the company’s service in 2002.

82. Plaintiff Milton C. Cobb (“Cobb”) was born in 1947, converted to Exclusive Agent as part of the Program, and had at least twenty-three (23) years of continuous service to Allstate at the time he retired from the company’s service in 2006.

83. Plaintiff Mark Clemens Collier (“Collier”) was born in 1941, converted to Exclusive Agent as part of the Program, and had at least eighteen (18) years of continuous service to Allstate at the time he left the company’s service in 2004.

84. Plaintiff Wanda Collins-Smith (Collins-Smith) was born in 1943 and had at least twenty-six (26) years of continuous service to Allstate at the time she retired from the company's service as a result of the Program.

85. Plaintiff Joseph P. Conboy ("Conboy") was born in 1946 and had at least sixteen (16) years of continuous service to Allstate at the time he left the company's service as a result of the Program.

86. Plaintiff Richard F. Cook ("Cook") was born in 1945 and had at least thirteen (13) years of continuous service to Allstate at the time he left the company's service in 2000 as a result of the Program.

87. Plaintiff Janet M. Cooley ("Cooley") was born in 1942 and had at least twenty-two (22) years of continuous service to Allstate at the time she retired from the company's service as a result of the Program.

88. Plaintiff James Reavis Cornett ("Cornett") was born in 1947 and had at least ten (10) years of continuous service to Allstate as an agent at the time he left the company's service as a result of the Program.

89. Plaintiff Charles E. Corry ("Corry") was born in 1950 and had at least twenty-five (25) years of continuous service to Allstate at the time he retired from the company's service in 2000 as a result of the Program.

90. Plaintiff Bruce R. Cralley ("Cralley") was born in 1946, converted to Exclusive Agent as part of the Program, and had at least twenty-one (21) years of continuous service to Allstate at the time he retired from the company's service in 2003.

91. Plaintiff Jack J. Craparo, Jr. ("Craparo") was born in 1956 and had at least twelve (12) years of continuous service to Allstate at the time he left the company's service in 2000 as a result of the Program.

92. Plaintiff Jay Andrew Crystal (“J.A. Crystal”) was born in 1958, converted to Exclusive Agent as part of the Program, and had at least twenty-six (26) years of continuous service to Allstate at the time he retired from the company’s service in 2006.

93. Plaintiff J.A. Crystal is also suing in his capacity as personal representative for the Estate of deceased former Allstate agent Diane L. Crystal. Diane L. Crystal was born in 1958 and had at least fifteen (15) years of continuous service to Allstate at the time she left the company’s service in 2000 as a result of the Program.

94. Plaintiff Lonnie Michael Curtis (“Curtis”) was born in 1956, converted to Exclusive Agent as part of the Program, and had at least twenty-nine (29) years of continuous service to Allstate at the time he retired from the company’s service in 2010.

95. Plaintiff Brent L. Danner (“Danner”) was born in 1947 and had at least twenty-two (22) years of continuous service to Allstate at the time he retired from the company’s service in 2000 as a result of the Program.

96. Plaintiff John Darwish (“Darwish”) was born in 1946, converted to Exclusive Agent as part of the Program, and had at least twenty-five (25) years of continuous service to Allstate at the time he retired from the company’s service in 2002.

97. Plaintiff Harold E. Daskam (“Daskam”) was born in 1947, converted to Exclusive Agent as part of the Program, and had at least thirty (30) years of continuous service to Allstate at the time he retired from the company’s service in 2012.

98. Plaintiff John Davenport (“Davenport”) was born in 1954, converted to Exclusive Agent as part of the Program, and has at least thirty-two (32) years of continuous service to Allstate. Davenport remains in the company’s service.



99. Plaintiff Leslie K. Davidson (“L. Davison”) was born in 1959, converted to Exclusive Agent as part of the Program, and had at least twenty (20) years of continuous service to Allstate at the time she retired from the company’s service in 2002.

100. Plaintiff Zachariah Davidson III (Z. Davidson) was born in 1957, converted to Exclusive Agent as part of the Program, and has at least twenty-five (25) years of continuous service to Allstate. Davidson remains in the company’s service.

101. Plaintiff Michael L. Davis (“Davis”) was born in 1952, converted to Exclusive Agent as part of the Program, and had at least twenty-two (22) years of continuous service to Allstate at the time he retired from the company’s service in 2007.

102. Plaintiff Margaret Dean is suing in her capacity as personal representative for the Estate of deceased former Allstate agent Robert T. Dean. Robert T. Dean was born in 1943 and had at least thirty-four (34) years of continuous service to Allstate at the time he retired from the company’s service as a result of the Program.

103. Plaintiff Stephen W. Dellapina (“Dellapina”) was born in 1966 and had at least nine (9) years of continuous service to Allstate at the time he left the company’s service as a result of the Program.

104. Plaintiff Ernest Jack DeMonte (“DeMonte”) was born in 1947, converted to Exclusive Agent as part of the Program, and had at least twenty-one (21) years of continuous service to Allstate at the time he retired from the company’s service in 2007.

105. Plaintiff James L. DePizzo (“DePizzo”) was born in 1947, converted to Exclusive Agent as part of the Program, and had at least thirty-seven (37) years of continuous service to Allstate at the time he retired from the company’s service in 2010.

106. Plaintiff John Anthony Devito (“Devito”) was born in 1948, converted to Exclusive Agent as part of the Program, and had at least seventeen (17) years of continuous service to Allstate at the time he left the company’s service in 2002.

107. Plaintiff Mark DiVincenzo (“DiVincenzo”) was born in 1962, converted to Exclusive Agent as part of the Program, and had at least fourteen (14) years of continuous service to Allstate at the time he left the company’s service in 2003.

108. Plaintiff Gail D. Dickman (“Dickman”) was born in 1956, converted to Exclusive Agent as part of the Program, and had at least twenty (20) years of continuous service with Allstate at the time she retired from the company’s service in 2002.

109. Plaintiff Michael L. Doheny (“Doheny”) was born in 1939 and had at least thirty-six (36) years of continuous service to Allstate at the time he retired from the company’s service in 2000 as a result of the Program.

110. Plaintiff Jeffery M. Dombeck (“Dombeck”) was born in 1947, converted to Exclusive Agent as part of the Program, and had at least twenty-one (21) years of continuous service to Allstate at the time he retired from the company’s service in 2007.

111. Plaintiff Terrance P. Donoghue (“Donoghue”) was born in 1947 and had at least twenty-nine (29) years of continuous service to Allstate at the time he retired from the company’s service as a result of the Program.

112. Plaintiff Valery Dorshimer (previously Valery Sandler) (“Dorshimer”) was born in 1959 and had at least thirteen (13) years of continuous service to Allstate at the time she left the company’s service as a result of the Program.

113. Plaintiff Joyce F. Douglas (“Douglas”) was born in 1957 and had at least twelve (12) years of continuous service to Allstate at the time she left the company’s service as a result of the Program.

114. Plaintiff Rufus C. Dowell (“Dowell”) was born in 1946, converted to Exclusive Agent as part of the Program, and had at least thirty-two (32) years of continuous service to Allstate at the time he retired from the company’s service in 2005.

115. Plaintiff Susan P. Drapeau (“Drapeau”) was born in 1944 and had at least seventeen (17) years of continuous service to Allstate as an agent at the time she left the company’s service in 2000 as a result of the Program.

116. Plaintiff Richard L. Droe (“Droe”) was born in 1949 and had at least twenty-six (26) years of continuous service to Allstate at the time he retired from the company’s service in 2000 as a result of the Program.

117. Plaintiff George F. Drummond (“Drummond”) was born in 1949, converted to Exclusive Agent as part of the Program, and had at least thirty (30) years of continuous service to Allstate at the time he retired from the company’s service in 2007.

118. Plaintiff Walter Dubiel (“Dubiel”) was born in 1945 and had at least twenty-five (25) years of continuous service to Allstate at the time he retired from the company’s service in 2000 as a result of the Program.

119. Plaintiff Thomas R. Duran (“Duran”) was born in 1947, converted to Exclusive Agent as part of the Program, and had at least twenty-six (26) years of continuous service to Allstate at the time he retired from the company’s service in 2010.

120. Plaintiff Dennis R. Dyke (“Dyke”) was born in 1948 and had at least twenty-three (23) years of continuous service to Allstate at the time he retired from the company’s service in 2000 as a result of the Program.

121. Plaintiff Larry R. Dykstra (“Dykstra”) was born in 1948 and had at least ten (10) years of continuous service to Allstate at the time he left the company’s service in 2000 as a result of the Program.

122. Plaintiff Richard Morrison Earl, Jr. (“Earl”) was born in 1950, converted to Exclusive Agent as part of the Program, and had at least twenty-eight (28) years of continuous service to Allstate at the time he retired from the company’s service in 2002.

123. Plaintiff Ronald F. Eaton (“Eaton”) was born in 1946 and had at least twenty-one (21) years of continuous service to Allstate at the time he retired from the company’s service in 2000 as a result of the Program.

124. Plaintiff Michael T. Economos (“Economos”) was born in 1959 and had at least sixteen (16) years of continuous service to Allstate at the time he left the company’s service in 2000 as a result of the Program.

125. Plaintiff Ronald R. Edwards (“Edwards”) was born in 1950, converted to Exclusive Agent as part of the Program, and had at least twenty-six (26) years of continuous service to Allstate at the time he retired from the company’s service in 2010.

126. Plaintiff Richard F. Eirich (“Eirich”) was born in 1952 and had at least sixteen (16) years of continuous service to Allstate at the time he left the company’s service in 2000 as a result of the Program.

127. Plaintiff Roslyn K. Eisenstark (“Eisenstark”) was born in 1945, converted to Exclusive Agent as part of the Program, and had at least twenty-five (25) years of continuous service to Allstate at the time she retired from the company’s service in 2011.

128. Plaintiff Bruce Engert (“Engert”) was born in 1944 and had at least thirty-three (33) years of continuous service to Allstate at the time he retired from the company’s service in 2000 as a result of the Program.

129. Plaintiff Jane Eschrich-Walsh (“Eschrich-Walsh”) was born in 1958, converted to Exclusive Agent as part of the Program, and had at least thirty-one (31) years of continuous service to Allstate at the time she retired from the company’s service in 2014.

130. Plaintiff William F. Estes (“Estes”) was born in 1944 and had at least fourteen (14) years of continuous service to Allstate at the time he left the company’s service in 2000 as a result of the Program.

131. Plaintiff Steven Evans (“Evans”) was born in 1947, converted to Exclusive Agent as part of the Program, and had at least forty (40) years of continuous service to Allstate at the time he retired from the company’s service in 2012.

132. Plaintiff Sandy K. Fabricatore (“Fabricatore”) was born in 1962, converted to Exclusive Agent as part of the Program, and had at least twenty (20) years of continuous service to Allstate at the time she retired in 2009.

133. Plaintiff Joseph Falconi III (“Falconi”) was born in 1949, converted to Exclusive Agent as part of the Program, and had at least thirty-three (33) years of continuous service to Allstate at the time he retired from the company’s service in 2011.

134. Plaintiff Christian G. Farley (“Farley”) was born in 1964 and had at least eleven (11) years of continuous service to Allstate at the time he left the company’s service in 2000 as a result of the Program.

135. Plaintiff Sheila Farmer (“Farmer”) was born in 1956 and had at least ten (10) years of continuous service to Allstate at the time she left the company’s service in 2000 as a result of the Program.

136. Plaintiff Curtis G. Farrar (“Farrar”) was born in 1952, converted to Exclusive Agent as part of the Program, and had at least twenty-seven (27) years of continuous service to Allstate at the time he retired from the company’s service in 2002.

137. Plaintiff Ralph V. Faulk (“Faulk”) was born in 1956, converted to Exclusive Agent as part of the Program, and had at least twenty (20) years of continuous service to Allstate at the time he retired from the company’s service in 2007.

138. Plaintiff Philip Dean Feisal (“Feisal”) was born in 1957, converted to Exclusive Agent as part of the Program, and had at least twenty (20) years of continuous service to Allstate at the time he retired from the company’s service in 2003.

139. Plaintiff Carl E. Fielder (“Fielder”) was born in 1953 and had at least twenty-six (26) years of continuous service to Allstate at the time he retired from the company’s service in 2000 as a result of the Program.

140. Plaintiff Doris Jean Fields (“Fields”) was born in 1949 and had at least eighteen (18) years of continuous service to Allstate at the time he left the company’s service in 2000 as a result of the Program.

141. Plaintiff Larry D. Finley (“Finley”) was born in 1954, converted to Exclusive Agent as part of the Program, and had at least twenty-three (23) years of continuous service to Allstate at the time he retired from the company’s service in 2008.

142. Plaintiff William J. Flood (“Flood”) was born in 1943 and had at least thirty-one (31) years of continuous service to Allstate at the time he retired from the company’s service in 2000 as a result of the Program.

143. Plaintiff Gerald L. Flores (“Flores”) was born in 1943, converted to Exclusive Agent as part of the Program, and had at least thirty-six (36) years of continuous service to Allstate at the time he retired from the company’s service in 2008.

144. Plaintiff Eric A. Ford (“Ford”) was born in 1950 and had at least fourteen (14) years of continuous service to Allstate at the time he left the company’s service in 2000 as a result of the Program.

145. Plaintiff John R. Forrest (“Forrest”) was born in 1932 and had at least thirty-four (34) years of continuous service to Allstate at the time he retired from the company’s service in 2000 as a result of the Program.

146. Plaintiff Allen Foster (“Foster”) was born in 1945 and had at least thirty-one (31) years of continuous service to Allstate at the time he retired from the company’s service in 2000 as a result of the Program.

147. Plaintiff Robert G. Franz (“Franz”) was born in 1960, converted to Exclusive Agent as part of the Program, and had at least twenty (20) years of continuous service to Allstate at the time he retired from the company’s service in 2002.

148. Plaintiff Boss R. Fries III (“Fries”) was born in 1955, converted to Exclusive Agent as part of the Program, and has at least thirty-five (35) years of continuous service to Allstate. Fries remains in the company’s service.

149. Plaintiff Jodene S. Gardner (“Gardner”) was born in 1949, converted to Exclusive Agent as part of the Program, and had at least twenty-nine (29) years of continuous service to Allstate at the time she retired from the company’s service in 2009.

150. Plaintiff Robert E. Gary (“Gary”) was born in 1949, converted to Exclusive Agent as part of the Program, and had at least twenty-four (24) years of continuous service to Allstate at the time he retired from the company’s service in 2011.

151. Plaintiff Larny O. Gentry (“Gentry”) was born in 1945 and had at least sixteen (16) years of continuous service to Allstate at the time he left the company’s service in 2000 as a result of the Program.

152. Plaintiff Samuel Gillette (formerly known as Samuel Gillott) (“Gillette”) was born in 1961 and had at least fifteen (15) years of continuous service to Allstate at the time he left the company’s service in 2000 as a result of the Program.

153. Plaintiff Gary J. Goelz (“Goelz”) was born in 1951, converted to Exclusive Agent as part of the Program, and had at least twenty-five (25) years of continuous service to Allstate at the time he retired from the company’s service in 2004.

154. Plaintiff Randolph Goodwin Jr. (“Goodwin”) was born in 1952 and had at least seventeen (17) years of continuous service to Allstate at the time he left the company’s service in 2000 as a result of the Program.

155. Plaintiff James A. Grady (“Grady”) was born in 1947, converted to Exclusive Agent as part of the Program, and had at least sixteen (16) years of continuous service at the time he left the company’s service in 2002.

156. Plaintiff William D. Greene (“Greene”) was born in 1952 and had at least eighteen (18) years of continuous service to Allstate at the time he left the company’s service in 2000 as a result of the Program.

157. Plaintiff Sandra M. Guthrie (“Guthrie”) was born in 1950 and had at least twenty-three (23) years of continuous service to Allstate as an agent at the time she retired from the company’s service in 2000 as a result of the Program.

158. Plaintiff Gerald W. Gutzeit (“Gutzeit”) was born in 1958, converted to Exclusive Agent as part of the Program, and had at least twenty-two (22) years of continuous service to Allstate at the time he retired from the company’s service in 2007.

159. Plaintiff Franklin P. Hall (“Hall”) was born in 1943 and had at least thirty-one (31) years of continuous service to Allstate at the time he retired from the company’s service in 2000 as a result of the Program.

160. Plaintiff Brenda C. Hammond (“Hammond”) was born in 1946, converted to Exclusive Agent as part of the Program, and had at least thirteen (13) years of continuous service to Allstate at the time she retired from the company’s service.

161. Plaintiff Loretta Causey Hannon (“Hannon”) was born in 1939 and had at least sixteen (16) years of continuous service to Allstate at the time she left the company’s service in 2000 as a result of the Program.



162. Plaintiff Francis H. Hanratty (“Hanratty”) was born in 1936 and had at least nineteen (19) years of continuous service to Allstate at the time he left the company’s service in 2000 as a result of the Program.

163. Plaintiff Jan E. Hanson (“Hanson”) was born in 1954, converted to Exclusive Agent as part of the Program, and has at least twenty-four (24) years of continuous service to Allstate. Hanson remains in the company’s service.

164. Plaintiff Christopher A. Hardesty (“Hardesty”) was born in 1952, converted to Exclusive Agent as part of the Program, and had at least fourteen (14) years of continuous service to Allstate at the time he left the company’s service in 2001.

165. Plaintiff Ronald C. Harrison Jr. (“Harrison”) was born in 1952 and had at least fourteen (14) years of continuous service to Allstate at the time he left the company’s service in 2000 as a result of the Program.

166. Plaintiff John W. Heasley (“Heasley”) was born in 1951 and had at least fourteen (14) years of continuous service to Allstate at the time he left the company’s service in 2000 as a result of the Program.

167. Plaintiff Coni Heidle (“Heidle”) was born in 1952, converted to Exclusive Agent as part of the Program, and had at least thirty (30) years of continuous service to Allstate at the time she retired from the company’s service in 2011.

168. Plaintiff Darlene J. Heinen (“Heinen”) was born in 1946, converted to Exclusive Agent as part of the Program, and had at least twenty (20) years of continuous service to Allstate at the time she retired from the company’s service in 2007.

169. Plaintiff Gerald W. Heinen (“G. Heinen”) was born in 1944 and had at least thirty-one (31) years of continuous service to Allstate at the time he retired from the company’s service in 2000 as a result of the Program.

170. Plaintiff Robert Helsel (“Helsel”) was born in 1944, converted to Exclusive Agent as part of the Program, and had over seventeen (17) years of continuous service to Allstate at the time he retire from the company’s service in 2004.

171. Plaintiff Louis J. Hemphill (“Hemphill”) was born in 1953, converted to Exclusive Agent as part of the Program, and had at least thirty-one (31) years of continuous service to Allstate at the time he retired from the company’s service in 2012.

172. Plaintiff Gail Rogers Hibbler (“Hibbler”) was born in 1963 and had at least thirteen (13) years of continuous service to Allstate at the time she left the company’s service in 2000 as a result of the Program.

173. Plaintiff Larry W. Hice (“Hice”) was born in 1945 and had at least nineteen (19) years of continuous service to Allstate at the time he left the company’s service in 2000 as a result of the Program.

174. Plaintiff Danny R. Higdon (“Higdon”) was born in 1954, converted to Exclusive Agent as part of the Program, and had at least thirty-nine (39) years of continuous service to Allstate as an agent at the time he retired from the company’s service in 2012.

175. Plaintiff Patricia A. Hill (“P. Hill”) was born in 1951, converted to Exclusive Agent as part of the Program, and had at least twenty (20) years of continuous service to Allstate at the time she retired from the company’s service in 2009.

176. Plaintiff Richard D. Hill (“R. Hill”) was born in 1951, converted to Exclusive Agent as part of the Program, and had at least fifteen (15) years of continuous service to Allstate at the time he left the company’s service in 2005.

177. Plaintiff James E. Hillan (“Hillan”) was born in 1943 and had at least nineteen (19) years of continuous service to Allstate at the time he left the company’s service in 2000 as a result of the Program.

178. Plaintiff Leanne Hinkle (formerly McCurley) (“Hinkle”) was born in 1948 and had at least fifteen (15) years of continuous service with Allstate at the time she left the company’s service in 2000 as a result of the Program.

179. Plaintiff John Hlohinec (“Hlohinec”) was born in 1955, converted to Exclusive Agent as part of the Program, and had at least eighteen (18) years of continuous service to Allstate at the time he left the company’s service in 2004.

180. Plaintiff Jimmy D. Hock (“Hock”) was born in 1941, converted to Exclusive Agent as part of the Program, and had at least nineteen (19) years of continuous service to Allstate at the time he retired from the company’s service in 2003.

181. Plaintiff Charmain A. Horvath (“Horvath”) was born in 1952 and had at least thirteen (13) years of continuous service to Allstate at the time she left the company’s service in 2000 as a result of the Program.

182. Plaintiff Daniel P. Hourihane (“Hourihane”) was born in 1941, converted to Exclusive Agent as part of the Program, and had at least twenty-six (26) years of continuous service to Allstate at the time he retired from the company’s service in 2010.

183. Plaintiff Steven H. Howell (“Howell”) was born in 1946, converted to Exclusive Agent as part of the Program, and had at least twenty-two (22) years of continuous service to Allstate at the time he retired from the company’s service in 2005.

184. Plaintiff George A. Huye (“Huye”) was born in 1954, converted to Exclusive Agent as part of the Program, and has at least twenty-six (26) years of continuous service to Allstate. Huye remains in the company’s service.

185. Plaintiff John A. Iapoce (“Iapoce”) was born in 1940, converted to Exclusive Agent as part of the Program, and had at least thirty-six (36) years of continuous service to Allstate at the time he retired from the company’s service in 2002.

186. Plaintiff Sandra Inman (previously Sandra L. Holloway) (“Inman”) was born in 1956, converted to Exclusive Agent as part of the Program, and had at least thirteen (13) years of continuous service to Allstate at the time she left the company’s service in 2003.

187. Plaintiff Charles S. Jackson (“C. Jackson”) was born in 1943, converted to Exclusive Agent as part of the Program, and had at least thirty-four (34) years of continuous service to Allstate at the time he retired from the company’s service in 2002.

188. Plaintiff Rick Jahns (“R. Jahns”) was born in 1946, converted to Exclusive Agent as part of the Program, and had at least twenty-nine (29) years of continuous service to Allstate at the time he retired from the company’s service in 2002.

189. Plaintiff Robert Jayson (“Jayson”) was born in 1946, converted to Exclusive Agent as part of the Program, and had at least sixteen (16) years of continuous service to Allstate at the time he left the company’s service in 2005.

190. Plaintiff Leland T. Jelinek (“Jelinek”) was born in 1948, converted to Exclusive Agent as part of the Program, and had at least twenty-four (24) years of continuous service to Allstate at the time he retired from the company’s service in 2012.

191. Plaintiff Charles (“Chuck”) Johnson (“C. Johnson”) was born in 1946, converted to Exclusive Agent as part of the Program, and had at least thirty (30) years of continuous service to Allstate at the time he retired from the company’s service in 2011.

192. Plaintiff Reece Thomas Johnson (“R. Johnson”) was born in 1947 and had at least fourteen (14) years of continuous service to Allstate at the time he left the company’s service in 2000 as a result of the Program.

193. Plaintiff Larry Dan Jones (“L. Jones”) was born in 1944, converted to Exclusive Agent as part of the Program, and had at least twenty-nine (29) years of continuous service to Allstate at the time he retired from the company’s service in 2002.

194. Plaintiff Ronald R. Jones (“R. Jones”) was born in 1949 and had at least nineteen (19) years of service to Allstate at the time he left the company’s service in 2000 as a result of the Program.

195. Plaintiff Karen Juneman is suing in her capacity as personal representative for the Estate of deceased former Allstate agent Roger Michael Juneman. Roger Juneman was born in 1941, converted to Exclusive Agent as part of the Program, and had at least thirty-one (31) years of continuous service to Allstate at the time he retired from the company’s service in 2002.

196. Plaintiff David N. Kapec (“Kapec”) was born in 1954 and had at least sixteen (16) years of continuous service to Allstate at the time he left the company’s service in 2000 as a result of the Program.

197. Plaintiff Kathleen Kenney (“Kenney”) was born in 1954 and had at least eighteen (18) years of continuous service with Allstate at the time she left the company’s service in 2000 as a result of the Program.

198. Plaintiff Robert J. Killeen (“Killeen”) was born in 1934 and had at least thirty-six (36) years of continuous service with Allstate at the time he retired from the company’s service in 2000 as a result of the Program.

199. Plaintiff Robert E. Kimble (“Kimble”) was born in 1958, converted to Exclusive Agent as part of the Program, and had at least twenty-six (26) years of continuous service with Allstate at the time he retired from the company’s service in 2010.

200. Plaintiff Thomas E. Krohner (“Krohner”) was born in 1945, converted to Exclusive Agent as part of the Program, and had at least forty-three (43) years of continuous service with Allstate at the time he retired from the company’s service in 2010.

201. Plaintiff Maria Krumm is suing in her capacity as personal representative for the Estate of deceased former Allstate agent Gary Krumm. Gary Krumm was born in 1943,

converted to Exclusive Agent as part of the Program, and had at least thirty-one (31) years of continuous service with Allstate at the time he retired from the company's service in 2008.

202. Plaintiff Amos Kuykendoll ("Kuykendoll") was born in 1946, converted to Exclusive Agent as part of the Program, and had at least thirteen (13) years of continuous service with Allstate at the time he left the company's service in 2001.

203. Plaintiff William Landmark ("Landmark") was born in 1954, converted to Exclusive Agent as part of the Program, and had at least twenty-seven (27) years of continuous service with Allstate at the time he retired from the company's service in 2010.

204. Plaintiff Gregory Lane ("Lane") was born in 1952, converted to Exclusive Agent as part of the Program, and had at least eighteen (18) years of continuous service with Allstate at the time he left the company's service in 2002.

205. Plaintiff Bruce Larrabee ("Larrabee") was born in 1948, converted to Exclusive Agent as part of the Program, and had at least twenty-eight (28) years of continuous service with Allstate at the time he retired from the company's service in 2011.

206. Plaintiff Jennifer Latham is suing in her capacity as personal representative for the Estate of deceased former Allstate agent Charles Latham. Charles Latham was born in 1944 and had at least thirty-one (31) years of continuous service with Allstate at the time he retired from the company's service in 2000 as a result of the Program.

207. Plaintiff Carol LeBlanc ("LeBlanc") was born in 1947, converted to Exclusive Agent as part of the Program, and had at least twenty-seven (27) years of continuous service to Allstate at the time she retired from the company's service in 2002.

208. Plaintiff Joseph Lee ("Lee") was born in 1953 and had at least twenty-six (26) years of continuous service with Allstate at the time he retired from the company's service in 2000 as a result of the Program.

209. Plaintiff Sharon E. Libbra (“S. Libbra”) was born in 1952 and had at least twelve (12) years of continuous service with Allstate at the time she left the company’s service in 2000 as a result of the Program.

210. Plaintiff Terry Libbra (“T. Libbra”) was born in 1958, converted to Exclusive Agent as part of the Program, and had at least twenty-seven (27) years of continuous service with Allstate at the time he retired from the company’s service in 2011.

211. Plaintiff Janet Lindsay is suing in her capacity as personal representative for the Estate of deceased former Allstate agent Ronald Lindsay. Ronald Lindsay was born in 1939 and had at least nineteen (19) years of continuous service with Allstate at the time he left the company’s service in 2000 as a result of the Program.

212. Plaintiff James Longman (“Longman”) was born in 1946 and had at least eighteen (18) years of continuous service with Allstate at the time he left the company’s service in 2000 as a result of the Program.

213. Plaintiff John Lucas (“Lucas”) was born in 1937 and had at least thirty-one (31) years of continuous service with Allstate at the time he retired from the company’s service in 2000 as a result of the Program.

214. Plaintiff James E. Lynch (“Lynch”) was born in 1938 and had at least thirty-three (33) years of continuous service with Allstate at the time he retired from the company’s service in 2000 as a result of the Program.

215. Plaintiff Michael Macisco (“Macisco”) was born in 1945 and had at least seventeen (17) years of continuous service to Allstate at the time he left the company’s service in 2000.

216. Plaintiff John G. Malek (“Malek”) was born in 1947 and had at least eleven (11) years of continuous service with Allstate at the time he left the company’s service in 2000 as a result of the Program.

217. Plaintiff Steven Mallory (“Mallory”) was born in 1951 and had at least sixteen (16) years of continuous service with Allstate at the time he left the company’s service in 2000 as a result of the Program.

218. Plaintiff John Malloy (“Malloy”) was born in 1952, converted to Exclusive Agent as part of the Program, and had at least twenty-one (21) years of continuous service with Allstate at the time he retired from the company’s service in 2006.

219. Plaintiff Patricia Marazo was born in 1944, converted to Exclusive Agent as part of the Program, and has at least twenty-seven (27) years of continuous service to Allstate at the time she retired from the company’s service in 2010.

220. Plaintiff Nicholas Marinos (“Marinos”) was born in 1952, converted to Exclusive Agent as part of the Program, and had at least sixteen (16) years of continuous service with Allstate at the time he left the company’s service in 2006.

221. Plaintiff Eugene Maroney (“Maroney”) was born in 1940 and had at least eighteen (18) years of continuous service with Allstate at the time he left the company’s service in 2000 as a result of the Program.

222. Plaintiff John Marsh Jr. (“Marsh”) was born in 1948, converted to Exclusive Agent as part of the Program, and had at least seventeen (17) years of continuous service with Allstate at the time he left the company’s service in 2002.

223. Plaintiff Richard Masi (“Masi”) was born in 1952, converted to Exclusive Agent as part of the Program, and had at least twenty-five (25) years of continuous service with Allstate at the time he retired from the company’s service in 2010.



224. Plaintiff Glen Mason (“Mason”) was born in 1956, converted to Exclusive Agent as part of the Program, and had at least twenty-four (24) years of continuous service with Allstate at the time he retired from the company’s service in 2011.

225. Plaintiff Scott Mattingly (“Mattingly”) was born in 1955, converted to Exclusive Agent as part of the Program, and had at least twenty-eight (28) years of continuous service with Allstate at the time he retired from the company’s service in 2011.

226. Plaintiff Thomas Matyjasik (“Matyjasik”) was born in 1944, converted to Exclusive Agent as part of the Program, and had at least thirty-six (36) years of continuous service with Allstate at the time he retired from the company’s service in 2009.

227. Plaintiff Thomas McCall (“McCall”) was born in 1954, converted to Exclusive Agent as part of the Program, and had at seventeen (17) years of continuous service with Allstate at the time he left the company’s service in 2001.

228. Plaintiff Rudolph McClinton, Jr. (“McClinton”) was born in 1952 and had at least sixteen (16) years of continuous service with Allstate at the time he left the company’s service in 2000 as a result of the Program.

229. Plaintiff Casey McCoy (“McCoy”) was born in 1949, converted to Exclusive Agent as part of the Program, and had at least twenty-two (22) years of continuous service to Allstate at the time he left the company’s service in 2002.

230. Plaintiff Sherry McDonald (“McDonald”) was born in 1954, converted to Exclusive Agent as part of the Program, and has at least twenty-three (23) years of continuous service at the time she retired and/or left the company’s service in 2010.

231. Plaintiff Thomas McEvans, III (“McEvans”) was born in 1937 and had at least twenty-six (26) years of continuous service with Allstate at the time he retired from the company’s service in 2000 as a result of the Program.

232. Plaintiff James McGuire (“McGuire”) was born in 1949, converted to Exclusive Agent as part of the Program, and had at least twenty-three (23) years of continuous service with Allstate at the time he retired from the company’s service in 2003.

233. Plaintiff John F. McKenzie (“McKenzie”) was born in 1943, converted to Exclusive Agent as part of the Program, and had at least seventeen (17) years of continuous service to Allstate at the time he retired from the company’s service in 2007.

234. Plaintiff Anthony McMurray (“McMurray”) was born in 1941 and had at least thirty-six (36) years of continuous service with Allstate at the time he retired from the company’s service in 2000 as a result of the Program.

235. Plaintiff Peter McVittie (“McVittie”) was born in 1946, converted to Exclusive Agent as part of the Program, and had at least forty-one (41) years of continuous service to Allstate at the time he retired from the company’s service in 2011.

236. Plaintiff Jerrel L. Mead (“Mead”) was born in 1959 and had at least sixteen (16) years of continuous service with Allstate at the time he left the company’s service in 2000 as a result of the Program.

237. Plaintiff Mary Mendoza (“Mendoza”) was born in 1943, converted to Exclusive Agent as part of the Program, and has at least twenty-five (25) years of continuous service. Plaintiff Mendoza remains in the service of Allstate.

238. Plaintiff Orton W. Messenger (“Messenger”) was born in 1954, converted to Exclusive Agent as part of the Program, and had at least nineteen (19) years of continuous service with Allstate at the time he left the company’s service in 2006.

239. Plaintiff Susan Messina (“Messina”) was born in 1948 and had at least twenty (20) years of continuous service with Allstate at the time she retired from the company’s service in 2000 as a result of the Program.

240. Plaintiff Philip Metcalfe (“Metcalfe”) was born in 1942, converted to Exclusive Agent as part of the Program, and had at least twenty-five (25) years of continuous service with Allstate at the time he retired from the company’s service in 2008.

241. Plaintiff Ronald Metzger (“Metzger”) was born in 1947, converted to Exclusive Agent as part of the Program, and had at least thirty-two (32) years of continuous service with Allstate at the time he retired from the company’s service in 2009.

242. Plaintiff Michael Meyer (“Meyer”) was born in 1950 and had at least twenty-six (26) years of continuous service with Allstate at the time he retired from the company’s service in 2000 as a result of the Program.

243. Plaintiff Arthur Miles (“Miles”) was born in 1949, converted to Exclusive Agent as part of the Program, and had at least twenty-six (26) years of continuous service with Allstate at the time he retired from the company’s service in 2008.

244. Plaintiff Frank Miller, Jr. (“F. Miller”) was born in 1951, converted to Exclusive Agent as part of the Program, and had at least thirteen (13) years of continuous service with Allstate at the time he left the company’s service in 2003.

245. Plaintiff James Thomas Miller (“J. Miller”) was born in 1946 and had at least twenty-six (26) years of continuous service with Allstate at the time he retired from the company’s service in 2000 as a result of the Program.

246. Plaintiff Jean Minal (“Minal”) was born in 1936 and had at least eighteen (18) years of continuous service with Allstate at the time she left the company’s service in 2000 as a result of the Program.

247. Plaintiff Frieda Minga (“Minga”) was born in 1946, converted to Exclusive Agent as part of the Program, and had at least nineteen (19) years of continuous service with Allstate as an agent at the time she left the company’s service in 2003.

248. Plaintiff Barbara Ann Mink is suing in her capacity as personal representative for the Estate of deceased former Allstate agent Daniel Mink. Daniel Mink was born in 1944 and had at least sixteen (16) years of continuous service to Allstate at the time he left the company's service in 2000 as a result of the Program.

249. Plaintiff Robert Minton ("R. Minton") was born in 1943 and had at least twenty-six (26) years of continuous service with Allstate at the time he retired from the company's service in 2000 as a result of the Program.

250. Plaintiff Joseph Montanaro ("Montanaro") was born in 1943, converted to Exclusive Agent as part of the Program, and had at least forty-four (44) years of continuous service with Allstate at the time he retired from the company's service in 2012.

251. Plaintiff Richard Moore ("R. Moore") was born in 1939 and had at least twenty-seven (27) years of continuous service with Allstate at the time he retired from the company's service in 2000 as a result of the Program.

252. Plaintiff Stafford Walter Moore ("S. Moore") was born in 1952, converted to Exclusive Agent as part of the Program, and had at least nineteen (19) years of continuous service with Allstate at the time he left the company's service in 2002.

253. Plaintiff Dinah Morgan ("D. Morgan") was born in 1947, converted to Exclusive Agent as part of the Program, and had at least twenty-seven years (27) of continuous service at the time she retired from the company's service in 2001.

254. Plaintiff Sylvia Mosley ("Mosley") was born in 1955, converted to Exclusive Agent as part of the Program, and had at least twenty-five (25) years of continuous service with Allstate at the time she retired from the company's service in 2002.

255. Plaintiff D. Craig Mullen (“Mullen”) was born in 1961, converted to Exclusive Agent as part of the Program, and had at least thirteen (13) years of continuous service with Allstate at the time he left the company’s service in 2001.

256. Plaintiff Kelly Patrick Mulligan (“Mulligan”) was born in 1957, converted to Exclusive Agent as part of the Program, and had at least twenty-nine (29) years of continuous service with Allstate at the time he retired from the company’s service in 2012.

257. Plaintiff Darrell Namie (“Namie”) was born in 1955, converted to Exclusive Agent as part of the Program, and had at least twenty-four (24) years of continuous service with Allstate at the time he retired from the company’s service in 2011.

258. Plaintiff Herbert Newman (“Newman”) was born in 1939 and had at least twenty-one (21) years of continuous service with Allstate at the time he retired from the company’s service in 2000 as a result of the Program.

259. Plaintiff Chester Nowak (“Nowak”) was born in 1948, converted to Exclusive Agent as part of the Program, and had at least twenty-five (25) years of continuous service with Allstate at the time he retired from the company’s service in 2001.

260. Plaintiff Richard Nydegger (“Nydegger”) was born in 1952 and had at least fifteen (15) years of continuous service with Allstate at the time he left the company’s service in 2000 as a result of the Program.

261. Plaintiff Thomas O’Dell (“O’Dell”) was born in 1945 and had at least sixteen (16) years of continuous service with Allstate at the time he left the company’s service in 2000 as a result of the Program.

262. Plaintiff Walter Orr (“Orr”) was born in 1950, converted to Exclusive Agent as part of the Program, and had at least twenty-eight (28) years of continuous service with Allstate at the time he retired from the company’s service in 2011.

263. Plaintiff James Overmiller (“Overmiller”) was born in 1951, converted to Exclusive Agent as part of the Program, and had at least twenty-five (25) years of continuous service with Allstate at the time he retired from the company’s service in 2011.

264. Plaintiff Barbara Oxner (previously Barbara Jones) (“Oxner”) was born in 1942 and had at least fifteen (15) years of continuous service to Allstate at the time she left the company’s service in 2000 as a result of the Program.

265. Plaintiff Martha Parry (“Parry”) was born in 1937 and had at least fifteen (15) years of continuous service with Allstate at the time she retired from the company’s service in 2000 as a result of the Program.

266. Plaintiff Frank Patterson (“Patterson”) was born in 1947, converted to Exclusive Agent as part of the Program, and had at least twenty-three (23) years of continuous service with Allstate at the time he retired from the company’s service in 2002.

267. Plaintiff Terry Paulk (“Paulk”) was born in 1955 and had at least eighteen (18) years of continuous service with Allstate at the time he left the company’s service in 2000 as a result of the Program.

268. Plaintiff Daniel Perry (“Perry”) was born in 1957, converted to Exclusive Agent as part of the Program, and had at least twenty-six (26) years of continuous service with Allstate at the time he retired from the company’s service in 2007.

269. Plaintiff Kenneth Philbrick (“Philbrick”) was born in 1941, converted to Exclusive Agent as part of the Program, and had at least twenty-two (22) years of continuous service with Allstate at the time he retired from the company’s service in 2007.

270. Plaintiff Frank Leslie Phillips, Jr. (“Phillips”) was born in 1948, converted to Exclusive Agent as part of the Program, and had at least eighteen (18) years of continuous service at the time he left the company’s service in 2002.

271. Plaintiff Stephen Pigg (“Pigg”) was born in 1939 and had at least twenty-six (26) years of continuous service with Allstate at the time he retired from the company’s service as a result of the Program.

272. Plaintiff Clifford Pinckney (“Pinckney”) was born in 1949, converted to Exclusive Agent as part of the Program, and had at least thirty-four (34) years of continuous service with Allstate at the time he retired from the company’s service in 2006.

273. Plaintiff Rita Pino (“Pino”) was born in 1941 and had at least fifteen (15) years of continuous service with Allstate at the time she left the company’s service in 2000 as a result of the Program.

274. Plaintiff Ronald Pinsoneault (“Pinsoneault”) was born in 1946, converted to Exclusive Agent as part of the Program, and had at least twenty-seven (27) years of continuous service with Allstate at the time he retired from the company’s service in 2009.

275. Plaintiff Johnny Plemons (“Plemons”) was born in 1956, converted to Exclusive Agent as part of the Program, and had at least thirty (30) years of continuous service with Allstate at the time he retired from the company’s service in 2011.

276. Plaintiff Robert Pollock (“Pollock”) was born in 1944 and had at least twenty-two (22) years of continuous service with Allstate at the time he retired from the company’s service in 2000 as a result of the Program.

277. Plaintiff Dennis Porter (“Porter”) was born in 1942, converted to Exclusive Agent as part of the Program, and had at least twenty-nine (29) years of continuous service with Allstate at the time he retired from the company’s service in 2003.

278. Plaintiff Dennis Powers (“Powers”) was born in 1953, converted to Exclusive Agent as part of the Program, and had at least twenty-one (21) years of continuous service with Allstate at the time he retired from the company’s service in 2011.

279. Plaintiff Blair Quasnitschka is suing in his capacity as personal representative for the Estate of deceased former Allstate agent Linda Kirbus (formerly Linda Quasnitschka). Linda Kirbus was born in 1949, converted to Exclusive Agent as part of the Program, and had at least twenty-nine (29) years of continuous service with Allstate at the time she retired from the company's service in 2007.

280. Plaintiff Paul Quattrone ("Quattrone") was born in 1947, converted to Exclusive Agent as part of the Program, and had at least twenty-nine (29) years of continuous service with Allstate at the time he retired from the company's service in 2002.

281. Plaintiff Marziano Ragnone ("Ragnone") was born in 1942 and had at least eighteen (18) years of continuous service with Allstate at the time he left the company's service in 2000 as a result of the Program.

282. Plaintiff James Rauen ("Rauen") was born in 1948 and had at least twenty-four (24) years of continuous service with Allstate at the time he retired from the company's service in 2000 as a result of the Program.

283. Plaintiff Donald Reimer ("Reimer") was born in 1948 and had at least seventeen (17) years of continuous service with Allstate at the time he left the company's service in 2000 as a result of the Program.

284. Plaintiff G. Maria Resnick ("Resnick") was born in 1949 and had at least twenty-three (23) years of continuous service with Allstate at the time she retired from the company's service in 2000 as a result of the Program.

285. Plaintiff Linda Reynolds ("Reynolds") was born in 1948, converted to Exclusive Agent as part of the Program, and had at least twenty-six (26) years of continuous service with Allstate at the time she retired from the company's service in 2010.



286. Plaintiff Stan Ricks (“Ricks”) was born in 1951, converted to Exclusive Agent as part of the Program, and had at least nineteen (19) years of continuous service with Allstate at the time he left the company’s service in 2005.

287. Plaintiff Dick Roberts (“D. Roberts”) was born in 1946 and had at least twenty-five (25) years of continuous service with Allstate at the time he retired from the company’s service in 2000 as a result of the Program.

288. Plaintiff Thomas Roby (“Roby”) was born in 1944 and had at least twenty-six (26) years of continuous service with Allstate at the time he retired from the company’s service in 2000 as a result of the Program.

289. Plaintiff David Louis Roman (“Roman”) was born in 1955, converted to Exclusive Agent as part of the Program, and had at least thirty-three (33) years of continuous service with Allstate at the time he retired from the company’s service in 2009.

290. Plaintiff Lloyd Rosensteel (“Rosensteel”) was born in 1938 and had at least twenty-eight (28) years of continuous service with Allstate at the time he retired from the company’s service in 2000 as a result of the Program.

291. Plaintiff Richard K. Roskove (“Roskove”) was born in 1949 and had at least sixteen (16) years of continuous service with Allstate at the time he left the company’s service in 2000 as a result of the Program.

292. Plaintiff Richard Rossell (“Rossell”) was born in 1947 and had at least twenty-one (21) years of continuous service with Allstate at the time he retired from the company’s service in 2000 as a result of the Program.

293. Plaintiff Ronald Rubin (“Rubin”) was born in 1943, converted to Exclusive Agent as part of the Program, and had at least twenty (20) years of continuous service with Allstate at the time he retired from the company’s service in 2001.

294. Plaintiff Robert P. Russo (“Russo”) was born in 1944 and had at least thirty-three (33) years of continuous service to Allstate at the time he left the company’s service in 2000 as a result of the Program.

295. Plaintiff Karen Ryan-White (“Ryan-White”) was born in 1954, converted to Exclusive Agent as part of the Program, and had at least eighteen (18) years of continuous service to Allstate at the time she left the company’s service in 2002.

296. Plaintiff Edward Saad (“Saad”) was born in 1943 and had at least twenty (20) years of continuous service to Allstate at the time he retired from the company’s service in 2000 as a result of the Program.

297. Plaintiff John Sanchez (“Sanchez”) was born in 1958, converted to Exclusive Agent as part of the Program, and had at least nineteen (19) years of continuous service to Allstate at the time he left the company’s service in 2002.

298. Plaintiff Jack M. Sanders (“J. Sanders”) was born in 1941 and had at least thirty-four (34) years of continuous service to Allstate at the time he retired from the company’s service in 2000 as a result of the Program.

299. Plaintiff Michael L. Sanders (“M. Sanders”) was born in 1947 and had at least sixteen (16) years of continuous service to Allstate at the time he left the company’s service in 2000 as a result of the Program.

300. Plaintiff Sheila L. Sanders (“S. Sanders”) was born in 1956 and had at least eighteen (18) years of continuous service to Allstate at the time she left the company’s service in 2000 as a result of the Program.

301. Plaintiff Gail Santalucia-Daly (“Santalucia-Daly”) was born in 1949 and had at least twenty (20) years of continuous service to Allstate at the time she retired from the company’s service as a result of the Program.

302. Plaintiff Philip J. Sarcone (“Sarcone”) was born in 1950, converted to Exclusive Agent as part of the Program, and has at least thirty-three (33) years of continuous service to Allstate. Sarcone remains in the company’s service.

303. Plaintiff Richard L. Saulle (“Saulle”) was born in 1942 and had at least thirty-four (34) years of continuous service to Allstate at the time he retired from the company’s service in 2000 as a result of the Program.

304. Plaintiff Marcos E. Sayago (“Sayago”) was born in 1947 and had at least twenty-five (25) years of continuous service to Allstate at the time he retired from the company’s service in 2000 as a result of the Program.

305. Plaintiff Gerald Herbert Schiele (“Schiele”) was born in 1946 and had at least ten (10) years of continuous service to Allstate at the time he left the company’s service in 2000 as a result of the Program.

306. Plaintiff Douglas Schiffmiller (“Schiffmiller”) was born in 1959 and had at least thirteen (13) years of continuous service to Allstate at the time he left the company’s service in 2000 as a result of the Program.

307. Plaintiff Timothy L. Schwartz (“Schwartz”) was born in 1952 and had at least seventeen (17) years of continuous service to Allstate at the time he left the company’s service in 2000 as a result of the Program.

308. Plaintiff David L. Seidel (“Seidel”) was born in 1941 and had at least twenty-one (21) years of continuous service to Allstate at the time he retired from the company’s service in 2000 as a result of the Program.

309. Plaintiff Roger Serola (“Serola”) was born in 1945, converted to Exclusive Agent as part of the Program, and has at least thirty-one (31) years of continuous service to Allstate. Serola remains in the company’s service.

310. Plaintiff Leonard Leroy Shaw (“Shaw”) was born in 1943, converted to Exclusive Agent as part of the Program, and had at least nineteen (19) years of continuous service to Allstate at the time he left the company’s service in 2007.

311. Plaintiff Robert G. Shea Jr. (“Shea”) was born in 1940, converted to Exclusive Agent as part of the Program, and had at least twenty-one (21) years of continuous service to Allstate at the time he retired from the company’s service in 2001.

312. Plaintiff Sheldon F. Sheff (“Sheff”) was born in 1950 and had at least sixteen (16) years of continuous service to Allstate at the time he left the company’s service in 2000 as a result of the Program.

313. Plaintiff Woodrow Shelton Jr. (“Shelton”) was born in 1950 and had at least twelve (12) years of continuous service to Allstate at the time he left the company’s service in 2000 as a result of the Program.

314. Plaintiff Darryl Sherman (“Sherman”) was born in 1942 and had at least twenty-nine (29) years of continuous service to Allstate at the time he retired from the company’s service at the end of 1999 as a result of the Program.

315. Plaintiff Mike Shobe (“Shobe”) was born in 1944, converted to Exclusive Agent as part of the Program, and had at least twenty (20) years of continuous service to Allstate at the time he retired from the company’s service in 2001.

316. Plaintiff Lawrence Simms (“L. Simms”) was born in 1952, converted to Exclusive Agent as part of the Program, and had at least fifteen (15) years of continuous service to Allstate at the time he left the company’s service in 2001.

317. Plaintiff Douglas A. Sims (“D. Sims”) was born in 1951, converted to Exclusive Agent as part of the Program, and had at least nineteen (19) years of continuous service to Allstate at the time he left the company’s service in 2005.

318. Plaintiff Eric B. Sims (“E. Sims”) was born in 1962 and had at least eleven (11) years of continuous service to Allstate at the time he left the company’s service in 2000 as a result of the Program.

319. Plaintiff Chinesta Skipper Smith (“C. Smith”) was born in 1954 and had at least nineteen (19) years of continuous service to Allstate at the time she left the company’s service in 2000 as a result of the Program.

320. Plaintiff Marie Smith is suing in her capacity as personal representative for the Estate of deceased former agent David William Smith (“D.W. Smith”). D.W. Smith was born in 1957, converted to Exclusive Agent as part of the Program, and had approximately thirty-two (32) years of continuous service to Allstate at the time of his death in 2014.

321. Plaintiff Dennis Z. Smith (“D. Z. Smith”) was born in 1963 and had at least thirteen (13) years of continuous service to Allstate at the time he left the company’s service in 2000 as a result of the Program.

322. Plaintiff Ronald W. Smith (“R. Smith”) was born in 1946, converted to Exclusive Agent as part of the Program, and had approximately twenty-three (23) years of continuous service to Allstate when he retired from the company’s service in 2006.

323. Plaintiff Armando D. Soler (“Soler”) was born in 1946 and had at least sixteen (16) years of continuous service to Allstate at the time he left the company’s service in 2000 as a result of the Program.

324. Plaintiff Deborah Sorrell-Ulrich (“Sorrell-Ulrich”) was born in 1957 and had at least eighteen (18) years of continuous service to Allstate at the time she left the company’s service in 2000 as a result of the Program.

325. Plaintiff David St. John (“D. St. John”) was born in 1952, converted to Exclusive Agent as part of the Program, and had at least twenty-two (22) years of continuous service to Allstate at the time he retired from the company’s service in 2004.

326. Plaintiff Sarah A. St. John (S. St. John) was born in 1954 and had at least thirteen (13) years of continuous service as an agent to Allstate at the time she left the company’s in 2000 as a result of the Program.

327. Plaintiff Robert Stedman Jr. (“Stedman”) was born in 1945 and had at least twenty-six (26) years of continuous service to Allstate at the time he retired from the company’s service in 2000 as a result of the Program.

328. Plaintiff Carol P. Stevens (formerly Carol Stehle) (“Stevens”) was born in 1942 and had at least sixteen (16) years of continuous service to Allstate at the time she left the company’s service in 2000 as a result of the Program.

329. Plaintiff Thomas D. Stein (“Stein”) was born in 1947 and had at least twenty-one (21) years of continuous service to Allstate at the time he retired from the company’s service in 2000 as a result of the Program.

330. Plaintiff Michael M. Stern was born in 1947, converted to Exclusive Agent as part of the Program, and had at least forty (40) years of continuous service to Allstate at the time he retired from the company’s service in 2010..

331. Plaintiff John Stout (“Stout”) was born in 1935 and had at least twenty-seven (27) years of continuous service to Allstate at the time he retired from the company’s service in 2000 as a result of the Program.

332. Plaintiff Donald J. Striplin (“Striplin”) was born in 1947, converted to Exclusive Agent as part of the Program, and had at least twenty-one (21) years of continuous service to Allstate at the time he retired from the company’s service in 2003.

333. Plaintiff Celeste M. Sullivan (“Sullivan”) was born in 1953 and had at least fifteen (15) years of continuous service to Allstate at the time she left the company’s service in 2000 as a result of the Program.

334. Plaintiff Kurt A. Summers (“Summers”) was born in 1956 and had at least fifteen (15) years of continuous service to Allstate at the time he left the company’s service in 2000 as a result of the Program.

335. Plaintiff Stanley J. Suwala (“Suwala”) was born in 1941, converted to Exclusive Agent as part of the Program, and has at least forty (40) years of continuous service to Allstate. Suwala remains in the company’s service.

336. Plaintiff Paul Gerald Svabek (“Svabek”) was born in 1952 and had at least twenty-two (22) years of continuous service to Allstate at the time he retired from the company’s service in 2000 as a result of the Program.

337. Plaintiff Edward C. Swanson (“E. Swanson”) was born in 1944 and had at least fifteen (15) years of continuous service to Allstate at the time he left the company’s service in 2000 as a result of the Program.

338. Plaintiff Marilyn Swanson (“M. Swanson”) was born in 1946, converted to Exclusive Agent as part of the Program, and has at least thirty-two (32) years of continuous service to Allstate at the time she retired from the company’s service in 2010.

339. Plaintiff Michelle M. Tabler (“Tabler”) was born in 1957, converted to Exclusive Agent as part of the Program, and had at least twenty-two (22) years of continuous service to Allstate at the time she retired from the company’s service in 2005.

340. Plaintiff Russell A. Tapie (“Tapie”) was born in 1955 and had at least sixteen (16) years of continuous service to Allstate at the time he left the company’s service in 2000 as a result of the Program.

341. Plaintiff Wanda Tatum (“Tatum”) was born in 1944, converted to Exclusive Agent as part of the Program, and had at least twenty-three (23) years of continuous service to Allstate at the time she retired from the company’s service in 2007.

342. Plaintiff Charles Taylor (“C. Taylor”) was born in 1956 and had at least eighteen (18) years of continuous service to Allstate at the time he left the company’s service in 2000 as a result of the Program.

343. Plaintiff Wright B. Taylor (“W. Taylor”) was born in 1944 and had at least twenty-nine (29) years of continuous service to Allstate at the time he retired from the company’s service in 2000 as a result of the Program.

344. Plaintiff Robert W. Telkins (“Telkins”) was born in 1941 and had at least thirty-seven (37) years of continuous service to Allstate at the time he retired from the company’s service in 2000 as a result of the Program.

345. Plaintiff Stephen U. Thoennes (“Thoennes”) was born in 1947 and had at least twenty-six (26) years of continuous service to Allstate at the time he retired from the company’s service in 2000.

346. Plaintiff Gary L. Thomas (“G. Thomas”) was born in 1957 and had at least seventeen (17) years of continuous service to Allstate at the time he left the company’s service in 2000 as a result of the Program.

347. Plaintiff Montague A. “Bud” Thomas III (“M. Thomas”) was born in 1945, converted to Exclusive Agent as part of the Program, and had at least twenty-two (22) years of continuous service to Allstate at the time he retired from the company’s service in 2010.

348. Plaintiff Jeffrey Tobin (“Tobin”) was born in 1950, converted to Exclusive Agent as part of the Program, and had at least eighteen (18) years of continuous service to Allstate at the time he left the company’s service in 2008.



349. Plaintiff Joseph George Tomec (“Tomec”) was born in 1949, converted to Exclusive Agent as part of the Program, and had at least fourteen (14) years of continuous service to Allstate at the time he left the company’s service in 2000 as a result of the Program.

350. Plaintiff Mary Turley is suing in her capacity as personal representative for the Estate of deceased former Allstate agent Robert H. Turley. Robert H. Turley was born in 1946, converted to Exclusive Agent as part of the Program, and had at least twenty-four (24) years of continuous service to Allstate at the time he retired from the company’s service in 2001.

351. Plaintiff Albert Turner (“Turner”) was born in 1943 and had at least twenty-three (23) years of continuous service to Allstate at the time he retired from the company’s service in 2000 as a result of the Program.

352. Plaintiff David J. Tuskey (“Tuskey”) was born in 1953, converted to Exclusive Agent as part of the Program, and has at least thirty-two (32) years of continuous service to Allstate. Tuskey remains in the company’s service.

353. Plaintiff George F. Twohig (“Twohig”) was born in 1935 and had at least thirty-six (36) years of continuous service to Allstate at the time he retired from the company’s service in 2000 as a result of the Program.

354. Plaintiff Cornell G. Vandegrift (“Vandegrift”) was born in 1947 and had at least twenty-three (23) years of continuous service to Allstate at the time he retired from the company’s service in 2000 as a result of the Program.

355. Plaintiff Milford T. Vaught, Jr. (“Vaught”) was born in 1953, converted to Exclusive Agent as part of the Program, and has at least twenty-nine (29) years of continuous service to Allstate. Vaught remains in the company’s service.

356. Plaintiff Louis Veal (“Veal”) was born in 1946 and had at least nineteen (19) years of continuous service to Allstate at the time he left the company’s service in 2000 as a result of the Program.

357. Plaintiff Dale A. Villemain (“Villemain”) was born in 1955, converted to Exclusive Agent as part of the Program, and has at least thirty-four (34) years of continuous service to Allstate. Villemain remains in the company’s service.

358. Plaintiff Cleta M. Vining (“Vining”) was born in 1957, converted to Exclusive Agent as part of the Program, and has at least thirty-four (34) years of continuous service to Allstate. Vining remains in the company’s service.

359. Plaintiff Joseph J. Viola Sr. (“Viola”) was born in 1926 and had at least thirty-one (31) years of continuous service to Allstate at the time he retired from the company’s service in 2000 as a result of the Program.

360. Plaintiff Ronald A. Wanek (“Wanek”) was born in 1957, converted to Exclusive Agent as part of the Program, and had at least twenty-four (24) years of continuous service to Allstate at the time he retired from the company’s service in 2010.

361. Plaintiff Brian J. Wanless (“Wanless”) was born in 1950, converted to Exclusive Agent as part of the Program, and had at least twenty-two (22) years of continuous service to Allstate at the time he retired from the company’s service in 2001.

362. Plaintiff Arthur L. Washington (“Washington”) was born in 1945 and had at least twenty-six (26) years of continuous service to Allstate at the time he retired from the company’s service in 2000 as a result of the Program.

363. Plaintiff Timothy J. Watwood (“Watwood”) was born in 1949, converted to Exclusive Agent as part of the Program, and had at least twenty-nine (29) years of continuous service to Allstate at the time he retired from the company’s service in 2012.

364. Plaintiff Mark E. Wegner (“Wegner”) was born in 1951, converted to Exclusive Agent as part of the Program, and had at least twenty-two (22) years of continuous service to Allstate at the time he retired from the company’s service in 2006.

365. Plaintiff Findley L. West (“West”) was born in 1941 and had at least thirty-three (33) years of continuous service to Allstate at the time he retired from the company’s service in 2000 as a result of the Program.

366. Plaintiff Neil W. Whicker (“Whicker”) was born in 1947, converted to Exclusive Agent as part of the Program, and had at least thirty-five (35) years of continuous service to Allstate at the time he retired from the company’s service in 2013.

367. Plaintiff Charles L. Williams (“C. Williams”) was born in 1938 and had at least twenty-five (25) years of continuous service to Allstate at the time he retired from the company’s service in 2000 as a result of the Program.

368. Plaintiff Walker Williams (“W. Williams”) was born in 1943, converted to Exclusive Agent as part of the Program, and had at least twenty-seven (27) years of continuous service to Allstate at the time he retired from the company’s service in 2009.

369. Plaintiff Rodney Williams Sr. (“R. Williams”) was born in 1950 and had at least twenty-two (22) years of continuous service to Allstate at the time he left the company’s service in 2000 as a result of the Program.

370. Plaintiff Barry L. Wilson Sr. (“B. Wilson”) was born in 1948, converted to Exclusive Agent as part of the Program, and had at least fifteen (15) years of continuous service to Allstate at the time he left the company’s service in 2001.

371. Plaintiff Robin Lee Wilson (“R.L. Wilson”) was born in 1956, converted to Exclusive Agent as part of the Program, and had at least twenty-five (25) years of continuous service to Allstate at the time she retired from the company’s service in 2008.

372. Plaintiff Frances C. Wisniewski (“Wisniewski”) was born in 1938 and had at least seventeen (17) years of continuous service to Allstate at the time she left the company’s service in 2000 as a result of the Program.

373. Plaintiff James M. Wood (“Wood”) was born in 1946 and had at least twenty-five (25) years of continuous service to Allstate at the time he retired from the company’s service in 2000 as a result of the Program.

374. Plaintiff Kenneth Worthington (“Worthington”) was born in 1954, converted to Exclusive Agent as part of the Program, and had at least eighteen (18) years of continuous service to Allstate at the time he retired from the company’s service in 2002.

375. Plaintiff Linda Ann Woshner (“Woshner”) was born in 1950, converted to Exclusive Agent as part of the Program, and had at least twenty-five (25) years of continuous service to Allstate at the time she retired from the company’s service in 2011.

376. Plaintiff Barbara D. Wright is suing in her capacity as personal representative for the Estate of deceased former Allstate agent Kevin A. Wright. Kevin A. Wright was born in 1955 and had at least fourteen (14) years of continuous service to Allstate at the time he left the company’s service in 2000 as a result of the Program.

377. Plaintiff Robert A. Wright Jr. (“R. Wright”) was born in 1958, converted to Exclusive Agent as part of the Program, and had at least twelve (12) years of continuous service to Allstate at the time he left the company’s service in 2002.

378. Plaintiff Leonard M. Yarbrough (“Yarbrough”) was born in 1944, converted to Exclusive Agent as part of the Program, and had at least twenty-three (23) years of continuous service to Allstate at the time he retired from the company’s service in 2003.

379. Plaintiff Donald A. Young (“D. Young”) was born in 1938, converted to Exclusive Agent as part of the Program, and had at least thirty-four (34) years of continuous service to Allstate at the time he retired from the company’s service in 2014.

380. Plaintiff James M. Zahner (“Zahner”) was born in 1950, converted to Exclusive Agent as part of the Program, and had at least fifteen (15) years of continuous service to Allstate at the time he left the company’s service in 2002.

381. Plaintiff Ronald D. Zarbaugh (“Zarbaugh”) was born in 1952 and had at least twenty (20) years of continuous service to Allstate at the time he retired from the company’s service in 2000 as a result of the Program.

382. Plaintiff Rose Zumwinkle is suing in her capacity as personal representative for the Estate of her deceased husband and former Allstate agent William Zumwinkle. William Zumwinkle was born in 1937 and had at least twenty-eight (28) years of continuous service to Allstate at the time he retired from the company’s service in 2000 as a result of the Program.

383. Plaintiff Manuel B. Zuniga Sr. (“Zuniga”) was born in 1941, converted to Exclusive Agent as part of the Program, and had approximately twenty (20) years of continuous service to Allstate at the time he retired from the company’s service in 2002.

384. Plaintiff Charles Dennis Zybuero (“Zybuero”) was born in 1949 and had at least eleven (11) years of continuous service to Allstate at the time he left the company’s service in 2000 as a result of the Program.

## **B. DEFENDANTS**

385. Defendant THE ALLSTATE CORPORATION is a publicly-traded Delaware corporation, having its principal place of business in Northbrook, Illinois. The Allstate Corporation conducts business throughout the United States and abroad through its various

subsidiaries and affiliates. The Allstate Corporation is an “employer” and/or a “plan sponsor” within the meaning of ERISA.

386. Defendant ALLSTATE INSURANCE COMPANY is an Illinois corporation, having its principal place of business in Northbrook, Illinois. Allstate Insurance Company conducts business throughout the United States and abroad, whether through an affiliate or subsidiary or otherwise. Allstate Insurance Company is a wholly-owned subsidiary of The Allstate Corporation. Allstate Insurance Company is an “employer” and a “plan sponsor” within the meaning of ERISA.

387. At all times relevant hereto, Allstate Insurance Company and The Allstate Corporation constituted a “single employer” of the Plaintiffs. Among other things, the operations of Allstate Insurance Company and The Allstate Corporation are interrelated and they share common directors, officers and personnel. The Allstate Corporation was directly and integrally involved in, and exercised *de facto* control over, among other things, financing decisions, funding and personnel, including in the decisions at issue in this case. Allstate Insurance Company is identified as the sponsor of the Agents Pension Plan (the “Pension Plan”). . Additionally, the officers and directors of The Allstate Corporation were actively involved in decision-making concerning whether plaintiffs and other similarly-situated individuals would be eligible to participate in or receive retirement benefits from the Pension Plan.

388. Defendant AGENTS PENSION PLAN (“Pension Plan”) is an “employee benefit plan” and a “defined benefit plan” within the meaning of ERISA sponsored, established or maintained by Allstate Insurance Company and/or The Allstate Corporation pursuant to a written instrument. The Pension Plan which, prior to 1978, was known as the Agents Supplementary Pension Plan of Allstate Insurance Company, is a “qualified” plan under section 401(a) of the Internal Revenue Code that is covered under Title I of ERISA.

389. Defendant ADMINISTRATIVE COMMITTEE OF THE AGENTS PENSION PLAN (“Administrator”), which is being sued in its capacity as the Administrator of the Pension Plan, exercises discretionary authority or control over the management of the Pension Plan and has discretionary authority or responsibility in the administration of the Pension Plan. The Administrator is also a named administrator and fiduciary of the Pension Plan for administrative purposes under ERISA Section 402(a)(2). The Pension Plan’s governing documents provide that the Administrator shall administer the Pension Plan and shall have the power to construe and interpret the Plan’s terms.

### **FACTUAL ALLEGATIONS**

390. Prior to Before 1990, Allstate sold its insurance products mainly through a workforce comprised of thousands of “captive” insurance sales agents, all or nearly all of whom were hired as “employee” agents under an R830 or R1500 contract. As employees, these agents were entitled to a “superior” package of employee benefits that Allstate touted as the best the industry had to offer. These benefits included, among others, retirement benefits (at no cost to the agent) through the Pension Plan.

391. Participation in the Pension Plan was mandatory and automatic on the part of all full-time employee agents. Thus, upon vesting, any employee agent who retired from the service of Allstate on or after age 63 was entitled to receive a “normal” retirement benefit based on the annual eligible compensation earned by the agent. An agent who separated from service with at least twenty (20) years of “Credited Service” was entitled to commence retirement benefits as early as age 55. The Pension Plan expressly provided that “[a]ll service” with Allstate “shall count as Credited Service.”

392. One of the most attractive features of the Pension Plan, however, was the “early retirement” benefit and subsidy available to agents who retire in accordance with Allstate’s early

retirement policy<sup>1</sup> before age 63 with at least twenty (20) years of “continuous service” with the company. In addition to being able to commence retirement benefits as early as age 55, these agents were entitled to a financial incentive in the form of a “beefed-up” early retirement benefit. By virtue of a “special increase in compensation,” the early retirement benefit was increased by including the amount of compensation that the agent would have earned (based on the amount earned in the calendar year preceding retirement) if he or she had worked until age 63. Thus, for instance, if an agent with twenty (20) years of continuous service retired at age 55, he or she would be eligible for a “beefed-up” early retirement benefit which assumed that he or she continued to work for the next eight years – even though the agent had, in fact, retired and thus would have no earnings from Allstate during those future years.

393. By 1990, one of the largest line-item expenses on Allstate’s balance sheet was the expense of Allstate’s “superior” package of employee benefits, which accounted for as much as 25 percent or more of a typical agent’s compensation package.

394. In an effort to phase out these benefits-related expenses and, thereby, improve its “bottom-line,” Allstate introduced a new agent program called the Neighborhood Exclusive Agency (“Exclusive Agent”) program in October 1990. The term “exclusive” is synonymous with “captive” in that the R3001 contract bars Exclusive Agents from soliciting, selling or servicing insurance of any kind for any other company, agent or broker, or referring a prospect to another company, agent or broker, without the prior written approval of Allstate.

395. Under this Exclusive Agent program, which followed on the heels of the Neighborhood Office Agent (“NOA”) “cost sharing” employee agent program introduced just

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<sup>1</sup> Allstate’s one-sentence “voluntary early retirement policy” provided as follows:

An employee who has 20 or more years of continuous service may request early retirement at any time after reaching age 55.



six years earlier, Allstate sought to transfer yet more expenses onto its “captive” agent sales force. These efforts included, among other things, engaging virtually all of its new “captive” agents under the R3001 contract which denominated them as “independent contractors” while, at the same time pressuring its then existing employee agents to “convert” to the R3001 contract by hyping its supposed advantages.

396. In November 1991 – approximately a year after Allstate introduced the Exclusive Agent program – it sought to amend the Pension Plan by, among other things, changing the definition of the term “Agent,” which prior to that time had been defined as “any employee who either is classified as an Agent under the Company’s personnel policy or whose principal compensation is paid in the form of commissions pursuant to an agreement with Allstate.” As a result of the November 1991 amendments, Allstate deleted the reference to any “employee . . . whose principal compensation is paid in form of commissions pursuant to an agreement with his Employer,” and limited the term “Agent” only to an “employee who is classified as an Agent under the Company’s human resources policy.” In denominating agents working under the R3001 contract as “independent contractors” and in drastically narrowing the number of “Agents” who would be covered by the Pension Plan, Allstate sought to minimize its obligation to make further contributions to the Plan.

397. At the same time that it was using the Exclusive Agent program as a means to reduce expenses associated with the Pension Plan benefits, Allstate also cut back those benefits by phasing out the “beef-up” benefit. Allstate purported to amend the Pension Plan in November 1991 by, among other things, adding a “sunset” provision reducing “beefed-up” benefits for participants who satisfied the eligibility requirements for early retirement after 1991, and eliminating it entirely for those who satisfied the requirements on or after 1999. Specifically, the Pension Plan purportedly was amended so that the early retirement benefit of an agent entitled to

the “beef-up” was calculated as if the agent continued in employment only until the earliest of age 63 or December 31, 1999 (the “Beef-Up Amendment”). The following chart illustrates the manner in which the “beef-up” was to be phased out:

| <u>Year of Retirement<br/>(assuming retirement at year end)</u> | <u>Maximum Number<br/>Years of “Beef Up”</u> |
|---|--|
| 1991  | Up to 8 years                                |
| 1992  | Up to 7 years                                |
| 1993  | Up to 6 years                                |
| 1994  | Up to 5 years                                |
| 1995  | Up to 4 years                                |
| 1996  | Up to 3 years                                |
| 1997  | Up to 2 years                                |
| 1998  | 1 year                                       |
| 1999 and later  | None   |

398. Thus, for instance, as a result of the Beef-Up Amendment –

- an eligible “Agent” who retired from the company’s service at age 55 in 1996 with 20 or more years of continuous service would be credited with only three (3)--instead of eight (8)—years of “beef up”;
- an eligible “Agent” who retired from the company’s service at age 55 just two years later in 1998 with 20 or more years of continuous service would be credited with only one year—instead of eight (8) years--of “beef up”; and
- any eligible “Agent” who retired from the company’s service at age 55 after December 31, 1999, with 20 or more years of continuous service would not be eligible for any “beef up”.

399. The form of notice Allstate provided to participants about the November 1991 amendments to the Pension Plan falsely stated that they were authorized by federal law. In fact, although the Tax Reform Act of 1986 (and the regulations promulgated thereunder) permitted Allstate to adopt certain amendments to the Pension Plan, it did not authorize the company to phase-out and eliminate the “beef-up” for eligible “Agents” electing to take early retirement on or after January 1, 1992.

400. Recognizing that a so-called Exclusive Agent independent contractor provides services to Allstate, since the time Allstate introduced the Exclusive Agent program and began

encouraging employee agents to convert, the Administrator treated employee agents' conversion to Exclusive Agent as not resulting in the agent "retiring" from the company's service for Pension Plan purposes. In particular, the Administrator interpreted the otherwise undefined terms "retire" and "retirement" in the Pension Plan as requiring both a termination of employment and a separation from service. The Administrator formally adopted an administrative rule to this effect in 1992. Consistent with that interpretation, under the terms of the Pension Plan, a participant who converted to Exclusive Agent continued earning "service" credit because he was not deemed to be "retiring" from the service of Allstate at the time of conversion.

401. In a subsequent plan amendment, however, Allstate purported to alter the Pension Plan's definition of the term "Credited Service"—which had included all of an "Agent's service" to Allstate—to provide that only "an Agent's employment . . . as an employee shall count as Credited Service" (the "Service Amendment"). (Emphasis added).

402. In a series of amendments that followed, all of which purported to be effective as of December 1994 (the "December 1994 Amendments") – that is, three years after Allstate first attempted to adopt the November 1991 amendments – the company attempted once again to amend the Pension Plan, including the provisions pertaining to early retirement. In so doing, the Pension Committee not only "readopted" the November 1991 amendments wholesale, but it also purported to do so retroactively to January 1, 1989, adding several new amendments that were intended to make it even more difficult for participants to earn additional retirement benefits, including attaining eligibility for early retirement.

403. One of these amendments took the form of a new "Appendix A" stating that under Allstate's so-called "early retirement policy," any "request of an employee for Voluntary Early Retirement will be denied if," upon termination of the agent's employment contract, he or she

enters into an agreement to perform duties or services that are “substantially similar” to those performed as an employee.

404. The manifest purpose of these various amendments was to retroactively deny credit to employee agents who had converted to the R3001 contract for the service they had provided to the company under that contract and thereby prevent these agents from earning additional retirement benefits, including attaining eligibility for early retirement benefits. As set forth above, prior to adopting these amendments, Allstate was obligated to count “all service” with the company – whether as an employee agent under an R830 or R1500 contract or as an “Exclusive Agent” under an R3001 contract – as credited service for purposes of accruing retirement benefits and attaining eligibility for early retirement.

405. In a case brought by a former employee agent alleging, among other things, that Allstate had wrongfully denied “beefed-up” early retirement benefits by not treating their conversion to Exclusive Agent status under the R3001 contract as a retirement from Allstate, Allstate and the Administrator had taken the position (prior to the December 1994 amendments) that the agent remained “in the service” of Allstate and, hence, conversion to so-called “independent contractor” status under the R3001 contract did not constitute a “retirement” within the meaning of the Pension Plan. As the United States District Court for the Middle District of Florida explained in upholding this interpretation:

Allstate consistently has defined “retirement” for purposes of applying the Company’s voluntary Early Retirement Policy to mean not only that the agent ceases to be an employee, but that he or she also ceases providing any kind of compensated service to Allstate. It was this interpretation that led Allstate . . . to take the position that [“employee agents”] who elected to become [exclusive agents] had not “retired” and were not eligible for early retirement benefits under the Plan, i.e., that they were still “in the service” of Allstate.

*Scott v. Administrative Committee of the Allstate Agents Pension Plan*, 1995 U.S. Dist. LEXIS 20564 at \*27 (M.D. Fla. Sept. 15, 1995) (emphasis added), *rev'd on other grounds*, 113 F.3d 1193 (11th Cir. 1997).

406. The Administrator's interpretation and district court's decision in *Scott* are consistent with an Allstate publication entitled "Benefits Bottom Line," wherein the company announced – under the caption "*Exclusive Agents: Defining Retirement*" – its justification for refusing to pay early retirement benefits to employee agents who converted to Exclusive Agent status and continued working for Allstate under the R3001 contract:

Conversion to Exclusive Agent status does not result in an Agent leaving the service of Allstate. On the contrary, the Agent is continuing to provide the same service to Allstate, and receiving income from the sale of Allstate Products. An Agent's career with Allstate has not terminated merely by converting to the new program, although the legal relationship between the parties has changed.

Similarly, in a 1990 letter, Donald E. Viken, acting as the Administrator of the Pension Plan, advised an employee agent as follows:

Plan benefit payments are not available until an agent's active working career and income from selling Allstate products has ceased, and thus is no longer in the service of Allstate. . . . An agent's active Allstate working career is not terminated by NEA status; it continues, although the legal relationship changes.

407. Logically, if employee agents who converted to so-called "independent contractor" status under the Exclusive Agent program remained "in the service" of Allstate and if, as the Pension Plan required, all "service" was to be counted, those agents could continue to accumulate service toward eligibility for early retirement benefits after the time of conversion. Accordingly, Allstate understood that it would not be able to achieve the cost savings that it had envisioned unless it further amended the Pension Plan for the purpose of ensuring no agent working under the R3001 contract would be eligible for additional retirement benefits, including early retirement.

408. Apparently recognizing that agents who converted to the R3001 contract were still common law employees and not true independent contractors, Allstate amended the Pension Plan yet again in an effort to deny eligibility for benefits under that plan. In particular, Allstate added a new provision to the Pension Plan in 1996 (the “Employee Definition Amendment”) that made “Employee” a defined term and excluded from that term any person who provides services to Allstate under an R3001 contract.

409. While Allstate and the Administrator have failed to treat agents who have converted to the R3001 contract as being “in the service” of the company under the Pension Plan at all times since at least December 1994, those amendments initially affected only the small number of employee agents who had “converted” to the Exclusive Agent program.

410. Indeed, despite Allstate’s repeated efforts to persuade employee agents to terminate their employment contracts and enter into the R3001 contract, however, only about 150 out of its 15,000 employee agents did so during the first three years that the Exclusive Agent program was in effect – that is, between 1990 and 1993. During the next six years, the number of Exclusive Agents grew to upwards of 7,000 as Allstate continued to hire new agents under the R3001 contract and took additional measures to pressure its employee agent workforce to either convert or leave the service of the company.

411. Allstate embarked on a nationwide effort designed to pressure, intimidate and coerce its remaining employee agents to relinquish the protections, rights and employee benefits to which they were entitled under the R830 or R1500 employment contract by converting to the R3001 contract and becoming a so-called “independent contractor.” Allstate did so by, among other things, forcing employee agents to accept reduced commissions and thereby forego retirement and other benefits generated thereby; refusing to provide employee agents with updated computer technology that most Exclusive Agents received; threatening to relocate

employee agents to an unsuitable or more distant site such as a warehouse or high-rise building without any signage; threatening to allow an Exclusive Agent to open a nearby office that would be in competition with an employee agent; imposing harassing and burdensome requirements upon employee agents, including requirements that their offices remain open on evenings and weekend; and making false and misleading statements about the financial benefits of the Exclusive Agent program.

412. Between April 1, 1998 and May 31, 1999, Allstate succeeded in getting 1,460 employee agents to convert to the Exclusive Agency program, with another 295 employee agents electing to leave the service of Allstate by retiring or quitting. Significantly, in the case of agents who had, for instance, satisfied the eligibility for early retirement and elected to separate from Allstate in 1998, the Beef-Up Amendment restricted them to credit for only one year of “beefed-up” service.

413. Despite Allstate’s tactics, as of November 1999, about 6,200 employee agents (including Plaintiffs) still had refused to “voluntarily” convert to Exclusive Agent status.

414. Having failed in its decade-long effort to induce its employee agents to surrender their benefits and protections by converting voluntarily to so-called “Exclusive Agent independent contractor” status, Allstate and Edward M. Liddy, its then-President, Chief Executive Officer and Chairman, announced in November 1999 that the company was instituting the “Preparing for the Future” Program, under which the R830 or R1500 employment contracts of most of its remaining employee agents—including all Plaintiffs—would be terminated no later than June 30, 2000 (the “Program”).<sup>2</sup> The Program coincided with the fact that, as a result of the November 1991 amendments readopted in December 1994, employee agents who took early

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<sup>2</sup> The Program is the subject of *Romero I*, a related case, and is more fully described in the Third Amended Complaint filed in that action.

retirement after January 1, 1999, were no longer eligible for additional credited service in the form of “beefed up” early retirement benefits under the Pension Plan.

415. Through the Program, Allstate forced Plaintiffs to either convert to Exclusive Agents in order to retain their agencies or leaving the company’s service entirely. As a result of the Program, the majority of the Plaintiffs converted to Exclusive Agents and continued in Allstate’s service after June 2000, even though they were told they would no longer be eligible for Allstate’s employee benefits. The remainder of the Plaintiffs left the service of Allstate as part of the Program.

416. At no time did Allstate ever inform Plaintiffs or the other employee agents that any service they provided to Allstate as an Exclusive Agent “counted” for purposes of determining eligibility for early retirement benefits under the Pension Plan. Indeed, to the contrary, Allstate advised the agents that such service would not count and, true to its word (but in violation of law), Allstate has refused to count such service for employee agents who converted and remained in Allstate’s service as Exclusive Agents, including many Plaintiffs. As part of the Program, as well as during the preceding decade, Allstate represented to employee agents that the Exclusive Agent program was better and in their interest because it would afford them “entrepreneurial freedom.”

417. Allstate knew better. Among other things, under the R3001 contract, Allstate retained the right to restrict “entrepreneurial freedom” in the same manner as it had prior to the Program and to control nearly every aspect of the manner and means through which agents solicit, market and sell insurance products and other services on Allstate’s behalf.

418. Since the Program, Allstate has, in fact, continued to exercise at least as much control over agents who converted to so-called “independent contractor” status under the R3001



contract as it did when those agents enjoyed employee status under their R830 and R1500 contracts by, among other things:

- requiring Exclusive Agents to obtain Allstate's approval before engaging in any other form of business activity;
- prohibiting Exclusive Agents from selling insurance on behalf of Allstate's competitors;
- dictating the minimum number and most of the specific hours that an Exclusive Agent's office must remain open;
- imposing a dress code on Exclusive Agents and their staff;
- requiring Exclusive Agents to obtain Allstate's approval before hiring support staff employees;
- requiring Exclusive Agents to attend company meetings;
- compelling Exclusive Agents to replace their own telephone and computer systems with new systems leased from Allstate and linked to its centralized system, thereby enabling Allstate to monitor the details of their performance;
- prohibiting Exclusive Agents from using any software on those computer systems other than that supplied by Allstate or from communicating with clients and potential clients on web sites not approved by Allstate;
- requiring Exclusive Agents to forward incoming calls to Allstate customer service centers, thereby enabling Allstate to confiscate their business;
- ordering Exclusive Agents to solicit new client "leads";
- refusing to allow Exclusive Agents to use the word "Allstate" on agency "web pages" without the company's approval;
- mandating that any display advertisement Exclusive Agents wish to place in the Yellow Pages conform with Allstate's specifications, including the omission of any reference to Allstate; and
- imposing unobtainable production quotas upon Exclusive Agents and terminating their contracts and agency relationships if those quotas are not reached.

419. Thus, even though the R3001 contract states that agents "will have full control of [their] time and the right to exercise independent judgment as to the time, place, and manner of

performing [their] duties,” Allstate has compelled converted agents, under threat of termination, to comport with myriad requirements pertaining to the day-to-day operation of their agencies.

The promise of greater “entrepreneurial freedom” was therefore false.

## **CLAIMS**

### **COUNT I**

#### **CUTBACK OF “BEEFED-UP” EARLY RETIREMENT BENEFITS IN VIOLATION OF 29 U.S.C. § 1054(g)(2) (On Behalf Of ERISA § 204(g)(2) Plaintiffs)**

420. The ERISA § 204(g)(2) Plaintiffs restate and reallege the allegations contained in paragraphs 1 to 419 of this Complaint as though set forth here in full.

421. Under the Pension Plan (prior to the unlawful and invalid November 1991 amendments), any employee agent who completes twenty (20) years of continuous “service” with Allstate is entitled to receive “beefed-up” early retirement benefits upon reaching age 55.

422. In purporting to adopt the November 1991 amendments, and in “readopting” such amendments in December 1994 (retroactively to November 1991), Allstate purported to phase out and ultimately eliminate these “beefed-up” early retirement benefits by December 31, 1999.

423. By amending the Pension Plan to phase out and eliminate “beefed-up” early retirement benefits for agents who have met (after the Beef-Up Amendment) or may in the future meet the pre-amendment eligibility requirements for early retirement, Allstate caused the Pension Plan to violate the “anti-cutback” rule embodied in 29 U.S.C. § 1054(g)(2).

### **COUNT II**

#### **CUTBACK OF EARLY RETIREMENT BENEFITS IN VIOLATION OF 29 U.S.C. § 1054(g) (On Behalf Of The ERISA Converted Agent Plaintiffs)**

424. The ERISA Converted Agent Plaintiffs restate and reallege the allegations contained in paragraphs 1 to 423 of this Complaint as though set forth here in full.

425. Each of the ERISA Converted Agent Plaintiffs provided compensated service to Allstate as an “employee agent” under an R830 or R1500 contract prior to July 1, 2000.

426. Upon the termination of their employment contracts as part of the Program, each of the ERISA Converted Agent Plaintiffs continued to provide compensated service to Allstate as an “exclusive agent independent contractor” pursuant to an R3001 contract.

427. Under the Pension Plan, any employee agent who completes twenty (20) years of “service” with Allstate and who attains the age of 55 is entitled to receive early retirement benefits in the event he or she retires before reaching normal retirement age.

428. Under Allstate’s own interpretation of the Pension Plan (as well as its interpretation of the November 1991 amendments to that plan), and under section 402(e) of the Internal Revenue Code, any converted agent of Allstate who provides any kind of compensated service to Allstate following the termination of his or her employment contract with Allstate remains “in the service of Allstate” for purposes of determining eligibility for early retirement benefits.

429. The express terms of the Pension Plan (prior to the unlawful and invalid amendments discussed in above (the “Amendments”)) state that “[a]ll service” with Allstate “shall count as Credited Service.” Accordingly, under the Pension Plan, any employee agent of Allstate who converted to Exclusive Agent, and thus continues to provide compensated “service” to the company under a contract creating an “exclusive agent independent contractor” relationship, continues to accumulate “service” under the Pension Plan for purposes of determining eligibility for early retirement benefits.

430. Under the Amendments to the Pension Plan, Allstate purported to alter the eligibility requirements for obtaining early retirement benefits by only counting “service” that agents performed in their capacity as Allstate-classified “employees” toward the fulfillment of

those requirements and excluding any “service” they provided to the company as a so-called “exclusive agent independent contractor.”

431. In imposing requirements that made it more difficult for participants to meet the eligibility requirements for obtaining early retirement benefits under the Pension Plan, the Amendments violated the “anti-cutback” rule embodied in 29 U.S.C. § 1054(g)(2).

432. Alternatively, even if “service” provided to Allstate as an “exclusive agent independent contractor” never counted as “service” for purposes of determining eligibility for early retirement benefits under the Pension Plan, the ERISA Converted Agent Plaintiffs are not truly “independent contractors.” Since those plaintiffs began providing service to Allstate under the R3001 contract, Allstate has retained the right to control the manner and means through which they perform their jobs as “captive” agents. Moreover, since the time they converted to the R3001 contract, Allstate has actually exercised at least as much control over the ERISA Converted Agent Plaintiffs as it did prior to the purported termination of their employment status and R830 or R1500 contracts. Accordingly, at all pertinent times, all of the ERISA Converted Agent Plaintiffs have been “employees” of Allstate within the meaning of 29 U.S.C. § 1002(6).

433. By amending the Pension Plan to no longer count all “service” which the ERISA Converted Agent Plaintiffs provide, for purposes of determining eligibility for early retirement, Allstate has caused the Pension Plan to violate the “anti-cutback” rule embodied in section 204(g) of ERISA.

### **COUNT III**

#### **BREACH OF FIDUCIARY DUTY IN VIOLATION OF 29 U.S.C. § 1104(a) (On Behalf Of The ERISA Retired Agent Plaintiffs)**

434. The ERISA Retired Agent Plaintiffs restate and reallege the allegations contained in paragraphs 1 to 433 of this Complaint as though set forth here in full.

435. At all pertinent times, the Administrator had the authority to determine all questions arising under the provisions of the Pension Plan, including the authority to determine the rights and eligibility of the participants and any other persons, and to remedy ambiguities, inconsistencies or omissions. The Administrator had discretionary authority to interpret the terms of the Pension Plan and to determine eligibility for and entitlement to benefits in accordance with the terms of the Pension Plan.

436. At all pertinent times, the Administrator was a “fiduciary” of the Pension Plan within the meaning of 29 U.S.C. § 1002(21) because it exercised discretionary authority or control over the management of the Pension Plan and/or had discretionary authority or control in the administration of the Pension Plan.

437. At all pertinent times, Allstate was a “fiduciary” of the Pension Plan within the meaning of 29 U.S.C. § 1002(21) because it appoints and/or exercises supervision or control over the Administrator.

438. In their respective capacities as fiduciaries of the Pension Plan, Allstate and the Administrator were obligated not to misinform plan participants concerning the availability of benefits under the Pension Plan, whether through material misrepresentations, failure to correct misrepresentations which they knew or should have known were false and materially misleading, or through incomplete, inconsistent and contradictory disclosures.

439. At the time it announced and implemented its nationwide Program in November 1999, Allstate informed Plaintiffs and other employee agents that it would be terminating their R830 and R1500 contracts, and that it would also terminate its agency relationship with them entirely unless they entered into an R3001 contract.

440. At the time Allstate offered Plaintiffs the “choice” of continuing to provide compensated “service” to Allstate under an R3001 contract or of having their employment and

agency relationships terminated, and with the intention of influencing that choice, Allstate and/or the Administrator represented to those ERISA Retired Agent Plaintiffs that they would be “independent contractors” under the arrangement created by the R3001 contract and would not be able to accumulate additional “service” for purposes of: (a) determining eligibility for early retirement benefits and “beefed-up” early retirement benefits under the Pension Plan; and (b) eligibility to receive any pension benefits to which they were not already entitled as of the date their employment contract was terminated.

441. The representation by Allstate and/or the Administrator that former “employee agents” of Allstate who continued to provide compensated “service” to Allstate under the R3001 contract would no longer be eligible to accumulate “service” for purposes of eligibility for early retirement benefits and “beefed-up” early retirement benefits under the Pension Plan was materially false and misleading. Under the Pension Plan (prior to the unlawful and invalid December 1994 amendments), all “service” provided to Allstate under the R3001 contract, including service as a so-called “exclusive agent independent contractor,” constitutes “service” for purposes of determining eligibility for early retirement benefits. Alternatively, even if only service as an “employee” counts as “service” under the Pension Plan, the ERISA Converted Agent Plaintiffs are and were “employees” of Allstate within the meaning of 29 U.S.C. § 1002(6) and, under the Pension Plan (exclusive of the unlawful and invalid Amendments), service provided to Allstate by an “employee” within the meaning 29 U.S.C. § 1002(6) constitutes “service” for purposes of determining eligibility for early retirement benefits and accruing additional pension benefits.

442. At the time Allstate and/or the Administrator represented that former “employee agents” who continued to serve Allstate under the R3001 contract would no longer be able to accumulate service toward eligibility for early retirement benefits or accrue additional benefits

under the Pension Plan, Allstate and/or the Administrator knew or should have known of the falsity of that representation.

443. In the alternative, the Administrator was aware of Allstate's representation that employee agents who converted and continued to provide compensated service to Allstate under the R3001 contract would no longer be able to accumulate additional "service" for purposes of eligibility for early retirement benefits or otherwise accrue additional benefits under the Pension Plan, and knew or should have known of the falsity of that representation.

444. Though the Administrator had a duty to correct the aforementioned misrepresentation, the Administrator failed to do so and, instead, took actions that were consistent with Allstate's representation that the agents were no longer able to accumulate additional "service" for purposes of eligibility for early retirement benefits under the Pension Plan or otherwise to accrue additional pension benefits.

445. In foreseeable reliance upon the aforementioned affirmative misrepresentation by Allstate and/or the Administrator and upon the aforementioned misrepresentation by conduct and omission of the Administrator, the ERISA Retired Agent Plaintiff retired from the service of Allstate. Had the ERISA Retired Agent Plaintiff known that any service they provided to Allstate would count for purposes of determining eligibility for early retirement benefits, they would not have ceased providing service to Allstate.

446. In making material misrepresentations relating to the availability of benefits under the Pension Plan and inducing the ERISA Retired Agent Plaintiff to rely on those misrepresentations, Allstate and the Administrator have violated their respective fiduciary obligations under 29 U.S.C. § 1104(a).

447. As a result of the unlawful conduct of Allstate and the Administrator as set forth in this Count, the ERISA Retired Agent Plaintiff have suffered losses, including but not limited to, termination of their employment status, loss of income and loss of benefits.

**PRAYER FOR RELIEF**

WHEREFORE, plaintiffs respectively pray:

- A. That the practices of Allstate and the Administrator complained of herein be determined and adjudged to be in violation of the rights of Plaintiffs under ERISA, pursuant to 29 U.S.C. § 1132(a)(3);
- B. That the Court issue a permanent injunction under ERISA, pursuant to 29 U.S.C. § 1132(a)(3) and the Declaratory Judgment Act, 28 U.S.C. §§ 2201-2202, compelling Allstate and the Administrator to:
  - (1) count any periods of service that converted and retired agents have provided to Allstate under the R3001 contract as “service” for purposes of determining their eligibility for early retirement benefits; and
  - (2) repeal or set aside the November 1991 and December 1994 plan amendments relating to early retirement and the “beef-up” retroactively to the dates those amendments were adopted, as a remedy for the statutory violations described in COUNTS I and II;
- C. That the Court enter judgment in favor of Plaintiffs against:
  - (1) the Pension Plan and the Administrator pursuant to 29 U.S.C. § 1132(a)(3) for “make whole” or other equitable relief; and
  - (2) Allstate pursuant to 29 U.S.C. § 1132(a)(3) for “make whole” or other equitable relief, as a remedy for the violations of fiduciary obligations described in COUNT III.



- D. That the Court enter judgment in favor of Plaintiffs against the Pension Plan pursuant to 29 U.S.C. § 1132(a)(1)(B) after the Court has provided the relief set forth in paragraph B above.
- E. That Plaintiffs be awarded such other and further relief as may be found just and appropriate;
- F. That Plaintiffs be granted their attorneys' fees, experts' fees and the costs and expenses of this litigation, pursuant to applicable law; and
- G. That the Court retain jurisdiction over Allstate, the Pension Plan and the Administrator until such time as it is satisfied that the practices complained of are remedied and are determined to be in full compliance with the law.

Respectfully submitted,

Michael D. Lieder (*admitted pro hac*)  
1250 Connecticut Ave, N.W.  
Suite 300  
Washington D.C. 20005  
Telephone: (202) 446-1909  
Facsimile: (202) 822-4997

/s/ Coleen M. Meehan  
Coleen M. Meehan (ID No. 39765)  
William P. Quinn, Jr. (I.D. No. 39083)  
David W. Marston, Jr. (I.D. No. 84399)  
Brian M. Ercole (ID No. 91591)  
Marisel Acosta (ID No. 89696)  
Jacqueline C. Gorbey (ID No. 312041)  
MORGAN, LEWIS & BOCKIUS LLP  
1701 Market Street  
Philadelphia, PA 19103  
Telephone: (215) 963-5000  
Facsimile: (215) 963-5001

Paul Anton Zevnik (ID No. 140986)  
MORGAN, LEWIS & BOCKIUS LLP  
1111 Pennsylvania Ave., N.W.  
Washington, D.C. 20004  
Telephone: (202) 739-3000  
Facsimile: (202) 739-3001

Mary Ellen Signorille (admitted *pro hac vice*)  
AARP Foundation Litigation  
601 E Street, N.W.  
Washington, D.C. 20049  
Telephone: (202) 434-2060  
Facsimile: (202) 824-0955

*Counsel for Plaintiffs*

**CERTIFICATE OF SERVICE**

I hereby certify that on March 16, 2016, a true and correct copy of Plaintiffs' Second Amended Complaint was served via electronic email on all counsel of record

Date: March 16, 2016

/s/ Coleen M. Meehan  
Coleen M. Meehan